MARVEL MASTERWORKS

MARVEL TEAM-UP

VOLUME 6

MARVEL TEAM-UP Nos. 53-64 & Annual No. 1

CHRIS CLAREMONT, JOHN BYRNE,
BILL MANTLO & SAL BUSCEMA

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PRESENTS

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COLLECTING

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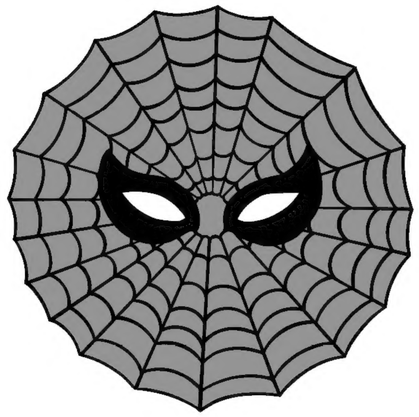
& ANNUAL No. 1

CHRIS CLAREMONT • JOHN BYRNE

BILL MANTLO • SAL BUSCEMA



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Nickel DesignWorks

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SVP Print, Sales & Marketing
David Gabriel

Digital Manager/Production
Tim Smith 3

Digital Production
Meghan O'Leary
& Rachel Young

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MARVEL MASTERWORKS
CREDITS

MARVEL TEAM-UP
NOS. 53-64 & ANNUAL NO. 1

Writers: Bill Mantlo (Nos. 53-56, *Annual* No. 1)
Chris Claremont (Nos. 57-64, *Annual* No. 1)
Bonnie Wilford (*Annual* No. 1)

Pencilers: Sal Buscema (Nos. 56-58, *Annual* No. 1)
John Byrne (Nos. 53-55, 59-64)

Inkers: Mike Esposito (No. 54, *Annual* No. 1)
Frank Giacoia (No. 53)
Dave Hunt (Nos. 55-57, 59-64)
Pablo Marcos (No. 58)

Letterers: Jim Novak (*Annual* No. 1)
Joe Rosen (Nos. 53, 54, 56, 60)
Susan Fox (No. 55)
Denise Wohl (No. 57)
Irving Watanabe (No. 58)
Bruce Patterson (Nos. 59, 64)
John Costanza (Nos. 61-63)

Colorists: Hugh Paley (*Annual* No. 1)
Don Warfield (Nos. 53, 60)
George Roussos (Nos. 54, 55, 57)
Dave Hunt (Nos. 56, 59, 61-64)
Janice Cohen (No. 58)

Editor: Archie Goodwin

Color & Art Reconstruction: Tom Mullin (No. 53, 54, 56-60, *Annual* No. 1)
Laurie Smith (No. 55)
Michael Kelleher & Kellustration (Nos. 61-64)

Special Thanks: Nick Caputo & Ralph Macchio

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INTRODUCTION
BY CHRIS CLAREMONT

Bill Mantlo was my friend.

I shouldn't speak of him in this past tense since Bill is still with us, but the man I knew, the creative passion that's presented here, is buried deep within a damaged body. He was struck down decades ago by a hit-and-run driver while he was rollerblading through Central Park. A ridiculous, senseless act by someone who didn't wait to see whose life had just been altered. The person who hit Bill and left him bleeding on the ground didn't know the man: The creator who gave you Groot, the father, the fiancé, the public defender out to change the world. What you have in your hands is Bill Mantlo's legacy, or at least a piece of it. Let me tell you a bit about Bill, the man who was my friend.

Around the office, back in the day, he made himself the go-to writer-guy. If a fill-in was required, he was that man. If an Annual was needed on a killer deadline, he was the guy. He took pride in the fact that he could write just about *any* character Marvel published, and when necessary do so in record time. The surprise was that the work he produced didn't suffer from the speed of its production—because Bill was one of those rare craftsfolk who could not only slam a deadline but do so well. He was also tall and thin and dark haired and good looking, more than could be said for many of us around the Marvel office.

And as I said, he was my friend.

What you need to bear in mind, we're looking back over nearly a half century. Marvel then, like the comics industry itself, was *far* different from what exists today. Talent mostly lived in commuting distance from the office. In those days, pre-Apple, pre-personal computers entirely, you typed on a typewriter and made your copies courtesy of carbon paper. It wasn't unusual for creators to swing by the office to drop off work, because that was the only way to guarantee getting paid. Before fax machines, let alone email, how else to get work in same-day, unless by an expensive courier that the office certainly wasn't gonna pay for. If a writer needed to make some cash, they'd hit the office in hope of getting assigned a fill-in. When editors came down the hall the writer would touch base to see if any assignments were available or grab a sit-down with an editor they worked with to pitch their latest piece of inspiration. Sometimes that inspiration would catch and the writer would be off and running, able to make the month's rent.

Often, we writers would simply hang and spitball ideas amongst ourselves, just to see what might happen next. Bill's advantage back then was that he actually worked in the office, doing production, doing coloring, doing whatever came around to add to his paycheck. He'd pitch story ideas and they'd be accepted.

In some respects, the Marvel that existed then was one-part respectable business, one-part crazy commune. The one constant was perpetual change, so extreme that in the three-or-so months between Marv Wolfman's departure as editor-in-chief and Archie Goodwin taking over the job, reality was encapsulated by an ever-growing display of names, listing all those who'd been approached to take the job and had passed on it. One might say the Marvel reality was chaos wrapped in a production schedule.

The work didn't stop. The books had to be created, produced, published, sell, so Marvel's rent could be paid. A lot happened in those days to just make sure rent was paid.

Bill was one of the creators who helped make that happen—title by title, story by story.

In those days, the books—reflecting the writers and artists who worked on them—were surprisingly individual. That applied regardless of whether the book was the *Fantastic Four* or *Howard the Duck*, *Tomb of Dracula* or *Marvel Team-Up*. They were all part of a generally coherent interactive Marvel Universe but at the same time they followed pretty much individual creative paths.

Marvel Team-Up offered its writer a chance to play with everybody in the pantheon, teamed up with the company headliner, Spider-Man. Considering that Bill cut his writer's teeth first with fill-ins and then increasing ongoing assignments for pretty much every title Marvel published, for both the company's own characters and a plethora of licensed properties, *Team-Up* was a natural for him.

Back in the late '70s, *Uncanny X-Men* was still a brand-new concept. The relaunch of the series provoked a wonderfully positive response, as did the hundredth issue with its creation of a brand-new character, a presentation of Jean Grey known as Phoenix. When the decision came down to give *Team-Up* its own *Annual*, Bill—being the series writer—had the idea of introducing the X-canon to a broader readership. That way, the issue would benefit from a hot new team of co-stars, while the X-team would benefit from Spidey's larger audience. Everybody would hopefully win.

Challenge was, though, the X-concept was so new—and Phoenix, even more so—that series artist Dave Cockrum and I were still figuring things out. Solution, I'd work with Bill on the basic plot. And what about the story idea itself? Well, that came courtesy of the third name in the story credits, fellow staffer Bonnie Wilford—because as I said, that's how things worked back in those halcyon days. People around the office would hang out, and serendipity would do its thing.

Next question was how best to do that? With a story that not only grabs the readers' collective attention right from the start and throws them creative twists and turns right through to the end.

Oh yes, and with a story that's really cool!

How easy is that, yah?

Most people know of Bill's work courtesy of the *Guardians of the Galaxy* films and more specifically of their core badass, Rocket Raccoon. But as I said earlier, comics was just a small part of his life. He has a son and a daughter, and a raging passion for social justice. As the stories gathered here illustrate, he tried to look at characters and conflicts from a different perspective than other writers in the shop.

Bill's work was a means to an end. He had fun writing comics, but it wasn't the be-all and end-all of his life. He went to law school; he became a public defender. He dedicated his life trying to help people who needed it on the most primal level—at a time in New York City history when resources and support were in horribly short supply—when national attitudes could be summed up in the infamous *Daily News* headline, "Ford to City: Drop Dead."

And at the same time, have some fun along the way.

Usually, that meant getting together for lunch or even dinner at some burger bar or restaurant in the neighborhood. I was the font of X-knowledge—what there was of it back then—but here's where things start to get squirrely. As I said, at the time the three of us were plotting out this *MTU Annual*, Dave Cockrum and I had barely created the new incarnation of now-classic X-character Jean Grey, Phoenix. We had a name, a costume, a sense of what she might be capable of but we were in fact at the starting gate of her life, much like the new X-team themselves. My role in our creative team was to try to make sure Bill's story got things right.

Bonnie's job was helping Bill find adversaries that fit the larger-than-normal issue required by an *Annual* (not to mention a first-issue *Annual* to boot). To that end, traditional villains are easy; Bill's aim was for something more. Bonnie was many things. The one that comes into play here is that she was Wiccan, with an interest in religions well beyond the bounds of the Presbyterianism in which

she was raised. Her thoughts led us to the Hindu pantheon of gods and from there to the idea of a scientific experiment gone tragically wrong.

Bill ran with it.

Within the story a synergy of the heroes' abilities help transform what starts a traditional hero-villain conflict into something far more positive, much like the synergy of the three creative talents who nurtured the story into being.

That's how things worked back then: We walked our own paths but none of us were afraid to ask one another for help. There was a boss—Archie Goodwin in this case—but, surprisingly, we creatives were left to function under Stan's classic rules: Do good work, don't be pain in the ass and get the books in on time. Beyond that, we were on our own.

Which meant that an amazing amount of the work reflected the attitudes and beliefs of the writers responsible, be it Len Wein, Marv Wolfman, Steve Gerber, Jim Starlin or yours truly.

To me anyway, that's plain in Bill's monthly issues of *MTU* that are presented here. The first picks up right where the *Annual* leaves off, with the X-team providing Spidey a lift home.

Which is another thing about Marvel back-in-the-day: All of us writers tried our very best to maintain a working semblance of continuity across the whole line (which trust me, isn't as easy as it sounds with three active *Spidey* titles or two ongoing titles starring the *Incredible Hulk*, oy!). In Bill's case, he had the good fortune of working with an artist who was already making his mark on the industry, John Byrne.

Think what you get here: Three issues that take Spidey and readers from a lift home with the X-folk, to a confrontation with the Hulk, which also involves the introduction of a whole new character of Bill's creation, Woodgod (whose origin story, with art by Keith Giffen and Klaus Janson, can be found further along in this collection.) From there, Peter Parker's off to the Moon and the introduction of a whole new character, the Gardener (who unlike Woodgod has become a more prominent player in the Marvel Comics universe, being a guardian of one of the Infinity Gems, referred to in this story as a "soul gem." Take that! Continuity folks! Bet you didn't find that Easter egg when you saw *WandaVision*!)

Point here is that Bill liked dealing with events and conflicts both big and small but with a twist all his own. He liked catching readers by surprise as often as his stories did their heroes. He wanted his readers to look at those characters and events from a slightly different perspective than might be normally applied to comics stories. He wanted us to think not simply about what was happening but *why*.

Bill was one of those talents a whole lot of folks take for granted until all of a sudden, he's not there anymore. He deserved to be cheered and acclaimed and honored, not simply for what he did—which is *impressive*, just google it sometime—but for what he should have been able to accomplish.

There's lots more stuff here in this *Masterworks*—good stuff written by me and often drawn by John Byrne—but the thing is both John and I are here to talk about what we've done, are doing, hope yet to do.

For me, this is about my friend, Bill.

We worked together for a long time and then, like a lot of people, we moved apart. Very much like creators and titles. It happens a lot: You get hooked up with a title, you create a character. They strike a chord, with a part of your heart, with the audience, whatever. They create a synergy and you run with it.

And then you move on.

And no matter how things go, you always figure there'll be another opportunity. A phone will ring, you'll get a card, you'll get together.

That works in comics because story reality is yours to command. Life can be more—complicated.

And sad.

These stories aren't sad. They're dramatic; the characters are brave, occasionally misguided, and they never give up. In the classic phrase, they always try to find a way to win. Along the way, though, there are those special moments that tell both characters and readers that *anything* can happen, as Spidey himself finds out when he realizes just where he is: *"**Holy cow!** I'm on the **Moon!!!**"*

And I remember reading that moment, thinking, "Okay, Bill, you got me with that one," and yet wondering at the same time, Peter Parker finds himself on the *Moon* for goodness' sake, still wearing the well-worn skintight hero-suit he's been wearing nonstop since the *Annual*. That he was wearing while riding on the prow of the X-folk's plane as it rushed through the southwest sky, which means by now both outfit and hero should really need a wash—and there's no one in his life back then that he can share his story with.

Which is Marvel to the core. On the one hand, the stories presented the adventures of super heroes; on the other, which turned out to be the company's, the characters' far more fundamental foundation, those stories were told from the perspective of surprisingly *human* beings. Spidey wasn't a hero; he was a college student who had this crazy other life. He had a part-time day job; he paid rent; he worried about normal things just like the rest of us. He cracked jokes fighting adversaries because that was the only way he could cope with the impossible happening around him. There's a parallel here to Bill, and me, and Stan, and all us Marvel creators. The world around us spun out of control, was complicated, was full of adversaries, and our writing was one way to try and make sense of things.

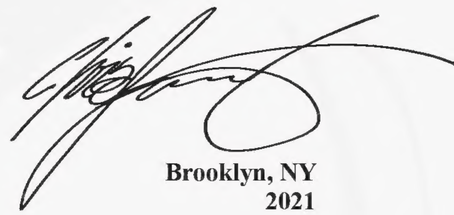
And to that Marvel came Bill Mantlo for the surprising part of 20 years and from that union came a whole lot of good stories, some of which you can read here. Mostly, we were there to earn a living. We weren't trying to be great; that just happened, every now and then.

We were there to tell stories, and in the process, have some fun.

Bill told a *lot* of stories. I hope he had some fun in the process; I know his readers did. The stories ran the gamut from super heroes to fantasy to science-fiction to combinations of all three—as can be seen in Woodgod. All this came from Bill's amazing brain, from the soul that makes the man. This is but a small part of his contribution to the Marvel pantheon; I hope we get to see much, much more.

Come along for the ride, readers, back to an era where comics and publishing were way different from what we all know today.

You won't regret it.



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MARVEL TEAM-UP ANNUAL

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BILL MANTLO WRITER

SAL BUSCEMA & MIKE ESPOSITO ARTISTS

JIM NOVAK, LETTERER
HUGH PALEY, COLORIST

ARCHIE GOODWIN EDITOR

The LORDS of LIGHT and DARKNESS!

35 PAGES OF MIND-BOGGLING MIGHTY MARVEL MAGNIFICENCE! --BY THE PEOPLE WHO OUGHT TO KNOW!!

CHAPTER 1
THE NEST!

HYDROGEN WARHEAD BLASTS OUT CAVERN

PAHUTE MESA, Nev., Nov. 20 (UPI)—A hydrogen warhead, possibly 50 times as devastating as the atomic bombs dropped on Japan, blasted out a molten cavern 2,680 feet below this test site today and swayed high-rise buildings 80 miles away in Las Vegas.

The blast, code-name inlet, bounced the earth above ground zero by several feet and jiggled seismographic instruments as far away as Seattle and Weston, Mass.

A dust cloud appeared in the sky following the 7 A.M. deto-

"THE NEST.

"A HIVE OF TOP-SECRET GOVERNMENT ACTIVITY STUCK AWAY IN THE NO-MAN'S LAND OF THE NEVADA DESERT.

"THE NEST.

"NEVER THOUGHT I'D DIE THERE!

LANDING CLEARANCE RECEIVED, SIR!

WE'LL BE DOWN IN JUST A MOMENT!

THANK YOU, PILOT--

NEST

--FOR BOTH A SMOOTH RIDE AND A MASTERFUL DISSERTATION ON THE FINE ART OF CHAMPIONSHIP FOOTBALL.

ANY TIME, SIR. PLEASURE TO HAVE YOU!

"THE NEST.

"I DIDN'T LIKE IT--ANY OF IT--FROM THE MOMENT I WAS STOPPED BY ONE OF DR. MAARSHALL'S AUTOMATED MP'S--

...PASS... SIR...

WHAT? OH...

OF COURSE.

"--TO THE MOMENT MY WHOLE LIFE FLASHED ACROSS THE THING'S FACE IN A DISPLAY OF COMPUTER GRAPHICS! NOT MUCH TO READ ON THAT CARD.

YOU MAY... ENTER... SIR.

"JUST MY NAME, TITLE AND REASON FOR EXISTENCE.

"ALL OF WHICH I COULD HAVE TOLD THE BLASTED THING.

"STEPHEN MARCHESI. 42. MARRIED...DIVORCED. SPECIAL-PROJECTS INVESTIGATOR FOR THE UNITED STATES SENATE.

THANKS...

...LOADS.

"THE NEST. I WAS BEGINNING TO LIKE IT EVEN LESS.

"TOO MUCH SECRECY. TOO MANY DOLLARS.

"TOO FEW PEOPLE ASKING TOO FEW QUESTIONS...

"AND NOBODY GETTING ANY ANSWERS.

...PASS... SIR.

AGAIN? I JUST...

IT'S ALL RIGHT, SENTRY! MR. MARCHESI'S BEEN CLEARED ALREADY--

--AND IF HE'S **HIDING** ANYTHING, IT'S SO **SECRET** EVEN **SHIELD** COULDN'T FIND OUT ABOUT IT!

HELLO, STEPHEN!

HELLO, BRIAN.

"**BRIAN MANN.** ONE OF THE WORLD'S FOREMOST NUCLEAR **PHYSICISTS**--

"--AND **PROJECT-ADMINISTRATOR** AS WELL AS **DESIGNER** OF THE **NEST.**

HOW DO YOU **LIKE** OUR LITTLE **HIDEAWAY,** STEPHEN?

IT TOOK **SEVEN YEARS** TO CARVE THIS INSTALLATION FROM THE HEART OF THE **MESA** WITHIN WHICH IT **RESTS!** SEVEN YEARS--

--SO THAT I AND MY **SEVEN COLLEAGUES** COULD DEVOTE OURSELVES TO SOLVING THE PROBLEM OF THE WORLD'S DEPLETING **ENERGY RESOURCES!**

BUT, THEN-- YOU **KNOW** ALL THAT!

"I **KNEW.**

"**DR. VIC NORMAN,** BIO-PHYSICIST. **HIS** JOB WAS TO SEE HOW **LIFE** FARED UNDER EXPOSURE TO INTENSE **RADIATION.**

HONORED, MR. MARCHESI.

"**JAN MAARSHALL,** ELECTRICAL ENGINEER. IT WAS HE WHO CREATED THE **ROBOT GUARDIANS** OF THE PROJECT.

HELLO, MY FRIEND.

"NAMING THEM '**RAKKS**' IS A PUN ON THE FEARSOME **RAKSHASAS**--THE DEMON-GUARDIANS OF **HELL** IN HINDU MYTHOLOGY. SOME PUN.

"**KAREN LEE,** GEOLOGIST. I UNDERSTOOD WHY SHE DIDN'T TURN TO **GREET** ME.

"KAREN WAS MY **EX-WIFE**... AND OUR FINAL PARTING HAD NOT BEEN...**CORDIAL.**

VERY GLAD TO MEET YOU, MR. MARCHESI.

"I'LL **BET.**

"**SI FAN CHUNG,** ASTRONOMER. WHEN I **LOST** KAREN, HE **WON.** PAST HISTORY. NO **REGRETS.**

HAVE A GOOD **FLIGHT,** STEVE?

"**MARTIN AARONSON,** RADIATION EXPERT.

"A WHOLE LIFE SPENT LISTENING FOR THE **CLICK** OF A **GEIGER-COUNTER.**

"AND **RANDY TATE,** PROJECT OVERSEER. A SCIENTIFIC EUPHIMISM FOR **GAL FRIDAY**... NOT THAT SHE'D **MIND.**

HI, STEVE! WELCOME ABOARD.

"SHE SHOULD HAVE STAYED A **STEWARDESS.**

"BUT THERE WAS SOMEBODY MISSING.

YOU'LL HAVE TO WAIT A BIT BEFORE MEETING ARAMAN, STEPHEN. IT WOULD TAKE A HERD OF INDIRA'S ELEPHANTS TO DRAG HIM AWAY FROM THE PILE!

ASSUMING EVEN THAT WOULD BE ENOUGH!

"ARAMAN NILA. HE MANAGED TO LEAVE INDIA JUST SECONDS BEFORE MRS. GHANDI DECIDED THAT SCIENTISTS OWED THEIR MINDS TO THE STATE--

"--AND HE MANAGED TO TAKE THE SECRET OF IRRADIATING COMMON MINERALS WITH HIM!

"THE NILA PILE! THE MOST INCREDIBLE HARNESSING OF ENERGY KNOWN TO MAN.

"AND MAYBE THE MOST DEADLY!

DOCTOR MANN! I'M PICKING UP SOMETHING ON MY INSTRUMENTS!

TREMORS!

AN EARTHQUAKE!

DIRECTLY BENEATH US!

MY GOD, GIRL!

DO YOU KNOW WHAT YOU'RE SAYING??

"SHE KNEW.

"AND A SECOND LATER, SO DID THE REST OF US!

SKRAKK!

"THE FIRST SHOCK TORE THE ARM-EXTENDING WALDOES OUT OF THE ASTONISHED HINDU'S HANDS--

"--AND WITH THE SECOND SHOCK THE NEST BEGAN TO COME APART LIKE A CHEAP ERECTOR SET!

STABILIZE THE PILE, BLAST YOU!

OR WE'RE ALL DOOMED!

"DOOMED? NOW WHAT DID HE MEAN BY--

OH, LORD. IT CAN'T END LIKE THIS!

NOT LIKE THIS!

"THEY STARED... AND LORD HELP ME... I BEGAN TO UNDERSTAND!

THE PLEXI-SCREEN BETWEEN US AND THE PILE! IT--

--IT'S BEEN SHATTERED BY THE QUAKE!

WE'VE ALL BEEN EXPOSED TO A LETHAL DOSE OF RADIATION!

"NILA WAS CLOSEST, NOT THAT DISTANCE MATTERED, STARING THROUGH A BROKEN FACE-SCREEN AT THE THING THAT WAS GOING TO KILL US ALL!

I--I AM SORRY, MY FRIENDS...

SO... VERY SORRY...

"THAT IS WHEN THE PILE BEGAN TO GLOW--TO THROB.

"TO PULSE AS THOUGH BENEATH ITS ELEMENTAL MASS THERE BEAT A LIVING HEART!

"I HEARD RANDY TATE SCREAM, THEN THE SCREAM ENDED IN MID-NOTE--

"--AND I DIDN'T HEAR ANYTHING ANY LONGER--

"--BECAUSE THAT'S WHEN STEPHEN MARCHESI, 42, MARRIED AND DIVORCED AND HOLDING DOWN A HIGH-PAYING, LOUSY JOB--

SKRROOM!

"--DIED!

"PAHUTE MESA, NEVADA. FORMERLY A TOP-SECRET GOVERNMENT PROJECT-SITE. CODE NAME: THE NEST.

"PROJECT CANCELLED IN SEPTEMBER OF 1975. REASON: UNKNOWN.

"AND ONLY A SLOWLY COOLING SLAG HEAP REMAINS.

"NOT THAT I CARE. I'M DEAD.

CHAPTER II

DAY OF THE DEMONS!

"NEWS ITEM: TODAY, THE WORLD'S FIRST INTERNATIONAL CONFERENCE ON MAN-MADE MUTATION IS CONVENING WITH REPRESENTATIVE SCIENTISTS FROM ALL MEMBER-NATIONS, AS WELL AS A HOST OF REPORTERS, ABOARD AN AIRBORNE BOEING 747.

HEY, SANDY... ANY MORE COFFEE BACK THERE?

"THE GIANT PLANE WILL BE REFUELED WHILE IN FLIGHT SO THAT THE WEEK-LONG CONFERENCE CAN CONTINUE UNINTERRUPTED -- THE DELEGATES EATING, SLEEPING AND DEBATING ENDLESSLY WHILE CIRCLING HIGH OVER THE DESERT OF THE AMERICAN SOUTHWEST.

"ALTHOUGH REED RICHARDS APOLOGIZED FOR BEING UNABLE TO ATTEND, HE DID SAY THAT THIS CONFERENCE PROMISES TO ANSWER ONE OF THE MOST IMPORTANT AND FAR-REACHING QUESTIONS EVER TO CONFRONT THE HUMAN RACE -- THE QUESTION OF MAN'S ABILITY TO ALTER HIMSELF, FOR BETTER OR FOR WORSE!

"AND THERE YOU HAVE IT, LADIES AND GENTLEMEN... THE NEWS AS YOU LIKE IT!

COMING RIGHT UP, BRAD!

THANKS. LISTEN, WHY DON'T YOU TELL OUR ESTEEMED PASSENGERS THAT WE'LL BE FLYING OVER THE GRAND CANYON IN A FEW MINUTES?

WHY BOTHER?

"WE COULD CRASH IN IT AND THOSE EGG-HEADS'D NEVER NOTICE!"

AS I WAS SAYING, SIR LIONEL... IT'S NOT NATURAL HEREDETARY DYSFUNCTION THAT DETERMINES GENE MUTATION, BUT OUTSIDE INFLUENCE! -- RADIATION AND THE LIKE!

OF COURSE, I DON'T EXPECT THE NEW WAVE OF SCIENTISTS -- THE YOUNGER GENERATION -- TO UNDERSTAND WHAT I --

I'M AFRAID I MUST PROTEST, DR. FERMIZI!

THERE ARE MANY YOUNG SCIENTISTS ABLE NOT ONLY TO UNDERSTAND YOUR SOMEWHAT OBLIQUE THEORIES --

--BUT WILLING TO **QUESTION** THEM AS **WELL!** I'D LIKE YOU TO MEET **PETER PARKER**, DOCTOR! PETER'S HERE AS BOTH AN **AUDITOR** AND **REPORTER.**

ON THE **ONE** HAND, HE'S HERE TO **LEARN** FROM US ELDER STATESMEN-- AND ON THE **OTHER**, HE'S OUT TO MAKE SURE WE **KNOW** WHAT WE'RE **TALKING ABOUT!**

MOSTLY TO **LEARN**, SIR LIONEL!

OF **COURSE**, MY BOY! ALTHOUGH I'M SURE YOUR **PUBLISHER**-- MR. JAMESON--WOULD HAVE SOMETHING TO **SAY** ABOUT THAT! BUT NOW LET ME **INTRODUCE**--

WERY PLEASED MEET TO YOU, COMRADE!

DELIGHTED, MY BOY!

ER--**ONE** OF YOU MUST BE **DR. MISHKIN**, OF THE SOVIET UNION, BUT...

WERY PLEASED TO...

I AM DR. MISHKIN! BORIS, HERE, IS MY **TRANSLATOR!** HE'S NOT VERY **GOOD**--

--BUT HE **IS** MY WIFE'S **BROTHER**, YOU SEE, AND--

WHY SINGLE **ME** OUT, SIR--FROM ALL THE **OTHER** REPORTERS ON THE PLANE?

BECAUSE **YOU**, PETER, ARE PROBABLY THE **ONLY** REPORTER ABOARD STUDYING FOR A DEGREE IN **PHYSICS!**

BESIDES--YOUR **PROFESSORS** ASKED ME TO **WATCH OVER** YOU! PROTECT YOU FROM THE **WOLVES**, AS IT WERE!

I DON'T **CARE** ABOUT INTERNATIONAL **COOPERATION**, DOCTOR. WE'RE IN A **COLD WAR** AND NO AMOUNT OF **TALKING** IS GOING TO **CHANGE THAT!**

AND **SPEAKING** OF **WOLVES...**

SENATOR **TURNER**,* YOU MEAN?

*FOLLOWERS OF **SKULL THE SLAYER** OUGHT TO RECOGNIZE **HIM.**--ARCH.

HE MEANS **ME**, ALL RIGHT! LIKE **ALL** SCIENTISTS, HE BELIEVES HIS WORK BELONGS TO **MANKIND**--INSTEAD OF THE GOVERNMENTS WHO **PAY FOR IT!**

SOMETHING ABOUT TURNER I CAN'T SEEM TO **REMEMBER...**

RIGHT, PARKER! HE'S UNDER **INVESTIGATION** FOR IMPROPER USE OF **MILITARY FUNDS**--SOMETHING TO DO WITH THE DISAPPEARANCE OF HIS **SON** IN THE **BERMUDA TRIANGLE!**

AND **FURTHERMORE**, SIR LIONEL--

WELL, IT'S NOT **MUCH**--BUT MAYBE JAMESON OR ROBBIE CAN MAKE SOMETHING **OUT OF IT!** BESIDES--

--IT MAY BE THE **ONLY** INTERESTING SHOT I GET DURING THIS WHOLE **TRIP!**

NOT **LIKELY**, PETER.

THERE'S ALSO THE QUESTION OF OUR "MYSTERY PASSENGERS" UP IN FIRST CLASS!

HOW REED RICHARDS CONVINCED THE AIRLINE TO LET THEM RIDE GRATIS I'LL NEVER--

IT WAS ACTUALLY QUITE SIMPLE, SENATOR.

WHO--?

WHEN RICHARDS RELUCTLANTLY INFORMED THE CONFERENCE THAT HE WOULD BE UNABLE TO ATTEND--

--KNOWING MY INTEREST IN MUTATIONS, HE SUGGESTED THAT I BE ALLOWED TO ATTEND IN HIS PLACE!

I AM PROFESSOR CHARLES XAVIER, SENATOR--AND THESE YOUNG PEOPLE BEHIND ME--

--ARE MY STUDENTS!

WHICH IS EXACTLY WHAT I WAS TALKING ABOUT!

RICHARDS IS AS BAD AS THE REST--THINKING HE CAN GET ANYTHING HE WANTS JUST BY ASKING FOR IT!

IF RICHARDS GETS ANYTHING FROM THE GOVERNMENT OR THE PUBLIC, SENATOR--I'M SURE IT'S OUT OF GRATITUDE FOR ALL HE'S DONE FOR THEM!

I DON'T THINK THE SENATOR GETS THE PICTURE, PROF--

--SO MAYBE I'LL JUST PAINT HIM ONE!

UH-OH!

AND JUST WHO DO YOU THINK YOU ARE?

IT'S NONE OF YER BUSINESS, BUB--

--AN' I DON'T MUCH LIKE YER TONE!

IT NEEDS A TOUCH MORE RESPECT IN IT!

WHY YOU--!

HEY! THIS IS A CONFERENCE, REMEMBER? NOT A WRESTLING MATCH!

PEOPLE ARE SUPPOSED TO REASON WITH EACH OTHER!

I AM REASONIN'--MY WAY!

LET HIM GO, WOLV--ER--LET HIM GO! NOW!

BUT AT THAT MOMENT...

BRAD! UP AHEAD OF US!

I SEE IT, MARK!

A BLACK CLOUD DIRECTLY IN OUR PATH!

AND THE INSTRUMENTS ARE GOING CRAZY-- VISIBILITY DOWN TO ZERO!

CAN'T KEEP HER STEADY! WE'RE DIVING!

NO TIME TO WARN THE PASSENGERS!

AND WHAT OF THE PASSENGERS?

LOOK OUT! I'M FALLING--!

WHAT IN THE NAME OF HEAVEN--?

GOOD LORD! FIRST THE ENGINES CUT OFF--AND NOW THE PLANE'S TRYING A SWAN DIVE!

WELL, I LET THE SENATOR GO, LEADER MAN! SATISFIED?

SCOTT! WHAT'S HAPPENING?

I--I DON'T KNOW, JEAN!

IT FEELS LIKE SOMETHING GRABBED THE PLANE AND IS TRYING TO SHAKE US TO PIECES!

I HAVE YOU, PROFESSOR!

DON'T WORRY ABOUT ME, ORORO!

SEE TO THE OTHER PASSENGERS!

"AND TRY TO FIND OUT WHAT'S CAUSING THIS!"

CONSIDER IT DONE, CHARLES XAVIER.

LOOK!

OUT THE WINDOW!

WE'VE BROKEN OUT OF THE CLOUD--

--AND NOW SOMETHING'S SHOOTING UP AT US FROM THE GROUND!!

LIKE-- LIKE GUIDED MISSILES!

NO! THEY'RE NOT **MISSILES!** BUT THEIR DESIGN IS SO... **FAMILIAR!** I'M SURE I'VE SEEN IT--

--**OF COURSE!** THEY WERE FEATURED IN THE **BUGLE** ABOUT TWO YEARS AGO-- INVENTED BY A SWEDISH SCIENTIST NAMED **MAARSHALL!**

HE **JOKED** ABOUT CHRISTENING THEM **RAKKS**--AFTER SOME KIND OF MYTHOLOGICAL **DEMONS**--

"--DEMONS WHOSE **FUNCTION** WAS TO SERVE AS THE **GUARDIANS AT THE GATES OF HELL!**"

RAKKS. NO ONE ASKS **HOW** THEY SURVIVED THE HOLOCAUST OF A **THERMO-NUCLEAR MELT-DOWN**, BECAUSE NO ONE ABOARD THE PLANE IS **AWARE** SUCH A HOLOCAUST HAD EVER TAKEN **PLACE.**

WHEN THEIR VERTICAL FLIGHT IS **HALTED**... AND THE RAKKS HANG **SUSPENDED** IN MID-AIR BEFORE THE GIANT AIRCRAFT...

...AND **BEAMS OF ENERGY** FLASH OUT FROM THEIR EXPRESSIONLESS, MECHANOID **FACES**...

...SHEARING THE NOSE OFF THE PLANE IN MIDFLIGHT...

MY EYES! **BURNING!**

I--I CAN'T **SEE!!**

-STRAKK!

THE PAIN! OH, LORD-- **THE PAIN!!**

...THE TIME FOR **QUESTIONS** IS SUSPENDED. **INDEFINITELY!**

THE PILOTS HAVE BEEN **INJURED**, PROFESSOR! WE FLY WITHOUT **GUIDANCE!**

SCOTT! PETER! ONLY YOU TWO ARE **CLOSE ENOUGH!**

DA, PROFESSOR!

BUT TO DO **WHAT??**

WE'LL WORRY ABOUT THAT **AFTER** WE PULL THE PLANE OUT OF THIS **DIVE, RASPUTIN!**

IF WE PULL IT OUT!

I RECOGNIZED **XAVIER** AND A FEW OF THE OTHERS IMMEDIATELY*-- SO I ASSUMED THE **REST** MUST BE THE **NEW** X-MEN THE PAPERS WERE TALKING ABOUT!

--AND SINCE THEY'RE TAKING **CARE** OF THINGS--

MEN

--**PETER PARKER'LL** JUST TAKE ADVANTAGE OF ALL THE **CONFUSION** TO SLIP AWAY--

*PETE'S MET THE **X-MEN** BEFORE... **MARVEL TEAM-UP #4** BEING THE MOST RECENT OCCASION--ARCH.

--AND DITCH YET ANOTHER SET OF BRAND NEW CLOTHES, LOST IN THE PURSUIT OF DUTY!

KNOCK!

OH, NO! I FORGOT TO LOCK THE DOOR!

S-SO AIRSICK I MUST BE HEARING THINGS!

I COULD HAVE SWORN I--OHHH!

SO THE GREAT "STONEFACE" TURNER HAS A GLASS STOMACH!

IF ONLY I HAD TIME TO TAKE A PICTURE NOW!

BUT FROM THE SOUND OF THINGS OUTSIDE--

OH, MERCY...

"--WE MAY NOT HAVE MUCH TIME FOR ANYTHING IF I DON'T GET OUT THERE-- FAST!"

THEY COME AT US AGAIN, FRIEND SCOTT!

I SEE THEM, PETER!

BELIEVE ME--

--I SEE THEM!

THE RUBY QUARTZ LENSES ON SCOTT SUMMERS' GLASSES FLIP UP AWAY FROM HIS EYES--

--AND THE UNLEASHED POWER OF THE MAN CALLED CYCLOPS SLICES THE FOREMOST OF THE APPROACHING RAKKS IN TWAIN.

IT'S UP TO THE OTHERS NOW!

ZZZAAUUU!!

BUT THEN HIS ATTENTION TURNS TO FLYING THE TORN AND FALLING CRAFT...

...AND THE "OTHERS" ARE LEFT TO FARE FOR THEMSELVES!

THEY'RE IN, PROFESSOR! FROM THE SIDE!

IT'S REACHING FOR YOU, SIR!

NO! NOT ME! JE--!!

DOESN'T MUCH MATTER WHO IT'S AFTER NOW, DOES IT, FOLKS?

AS LONG AS IT DOESN'T CONNECT!

WHAP!

SPIDER-MAN!!

WHO ELSE!?

I WON'T **ASK** HOW YOU JUST HAPPENED TO BE ABOARD THIS **PLANE**, MY BOY--BUT YOUR PRESENCE IS **MOST WELCOME!**

THANKS, PROF--BUT I HAVE A FEELING YOU'RE GONNA HAVE YOUR **HANDS FULL** EXPLAINING AWAY YOUR "STUDENTS" BEING **SUPER-HEROES** WHEN THIS IS ALL **DONE!**

PERHAPS. BUT AT THE **MOMENT** THERE IS A FAR **GREATER** THREAT TO CONCERN OURSELVES WITH.

ORORO! SEAN!

SURE, AN' WE'RE WAY **AHEAD** OF YE, PROFESSOR!

FAITH! I WAS BEGINNIN' T'THINK YE'D **NEVER** GET AROUND T'GIVIN' THE **WORD!**

SPIDER-MAN HAS SEALED THE **HOLE** RENT IN THE AIRCRAFT'S SIDE **BEHIND US** WITH HIS **WEBBING**, SEAN, STOPPING THE **DEPRESSURIZATION** WITHIN THE CABIN!

WE NEED NOT FEAR FOR THE **PASSENGERS** ANY LONGER!

AH, BUT THEN WHAT ABOUT **THEM** AFEARIN' FER **US**, STORM?

AFTER ALL--WE **DID** LEAP FROM A PLANE **HUNDREDS OF FEET OFF THE GROUND!**

I **KNOW** BANSHEE!

BUT THEY COULD NEVER **UNDERSTAND**--

--THE SHEER, GLORIOUS **BEAUTY** OF UNRESTRAINED **FLIGHT!**

AYE, 'TIS **TRUE**, LASSIE!

BUT I'M THINKIN' **WE'RE** NOT TO KNOW IT FER **LONG** UNLESS WE DO SOMETHIN' ABOUT YONDER **BEASTIES!**

AN' DO IT T' **THEM** BEFORE THEY GET AROUND T'DOIN' IT TO **US!**

THEN LET US BE **ABOUT IT**, BANSHEE!

*UNFORTUNATELY, **WE** CAN'T STAY TO **WATCH**...*

*... 'CAUSE THEN WE'D **MISS** WHAT'S GOING ON AT THE SAME MOMENT **ELSEWHERE!***

CYCLOPS! THEY HAVE COME THROUGH THE **BAGGAGE COMPARTMENT--!**

STOP THEM, PETER! I DON'T CARE **HOW** YOU DO IT--

--**JUST STOP THEM** SO I CAN **LAND** THIS PLANE!

*THE VERY **AIR** CRACKLES ABOUT **PETER RASPUTIN**...*

*... AND THE ATTACKING **RAKK** IS HURLED BACKWARDS OUT OF THE SHIP'S CABIN BY THE CHARGING FIGURE OF...*

...COLOSSUS!

YOU ARE NOT **WANTED** HERE, MACHINE!

WRAMMM!

BUT THE RAKK SPEEDS UP SLIGHTLY... JUST ENOUGH TO RIDE WITH THE FORCE OF COLOSSUS' BLOW...

...AND USE IT TO PROPEL ITSELF TOWARDS THE REMAINING X-MEN!

IT'S HEADIN' RIGHT FOR US, ELF!

FOR YOU PERHAPS, MY FRIEND--

--BUT NOT FOR NIGHTCRAWLER!

BAMF!

NOT WHEN I CAN TELEPORT MYSELF FROM THE AUTOMATON'S PATH!

SHEDDING MY IMAGE OF NORMALCY ALONG THE WAY!

SNICKT!

WHICH LEAVES IT UP TO US, HUH, BUB?

WELL, THAT'S THE WAY WOLVERINE LIKES IT!

IT'S ALL YOURS, LADY!

SKAAAA!

MY MINDBLASTS CAN DISRUPT THE THING'S CIRCUITS--

--BUT THAT'S NOT GOING TO SLOW IT DOWN!

LEAVE THAT TO ME, MILADY JEAN!

US NEIGHBORHOOD SPIDER-MEN AIM TO PLEASE!

SVAM!

THEY JUST DON'T BUILD 'EM LIKE THEY USED TO!

THANK GOD FOR THAT!

IF I MAY BE SO BOLD AS TO REMIND YOU YOUNG PEOPLE OF SOME-THING...

...WE ARE IN AN AIRCRAFT THAT IS IN THE PROCESS OF CRASHING, AND UNLESS YOU ALL RELISH THE PROS-PECT OF DYING--

--MIGHT I SUGGEST YOU ACT BEFORE IT BECOMES TOO LATE!

YOU HAVE A WAY OF MAKING A POINT, PROFESSOR.

SCOTT-- I HEAR YOU'RE HAVING A LITTLE TROUBLE UP HERE!

I'VE FIGURED OUT HOW TO LAND US, SPIDER-MAN--

--BUT FOR THE LIFE OF ME, I DON'T KNOW HOW TO DE-CREASE OUR SPEED! WHICH MEANS WE'LL LAND, ALL RIGHT--

"--BUT TOO **FAST** FOR IT TO DO US **ANY GOOD!**"

AND **ELSEWHERE...**

THE BEASTIES APPEAR T'BE **EASIN' OFF** A WEE BIT--

EEEEE!

--BUT NOT ENOUGH T'LET US GET BACK T'**CYCLOPS** AN' TH' **OTHERS!**

THEY SEEK TO **DELAY** US, BANSHEE--

--WHILE THE PLANE **CRASHES!**

THEY **MUST NOT SUCCEED!!**

LOOK, CYKE. IF **I** CAN **SLOW US**--

--CAN **YOU** GET US DOWN IN **ONE PIECE?**

I **THINK** SO, SPIDER-MAN!

BUT HOW--?

JUST **WATCH,** FRIEND--

--AND YOU'LL SEE A TRICK I PICKED UP FROM REED RICHARDS* DONE **SPIDER-STYLE**--

*FANTASTIC FOUR #166 -- MARV.

--OR, THE DRAMATIC **DEATH** OF A **LIVING LEGEND!**

MEANING **ME!**

THWIP!

C'MON, WEBBING!

DO YOUR STUFF!

THE **DRAG-CHUTE** OF WEBBING SNAPS **TAUT**, AND FOR A **MOMENT** THE HUGE PLANE **LURCHES** IN MID-FLIGHT.

AND THEN **SLOWLY,** AT FIRST ALMOST **IMPERCEPTIBLY...**

...ITS SCREAMING **PLUNGE** THROUGH THE AIR BEGINS TO **SLOW...**

...AND THEN THE 747 LANDS...

...IN A MANNER OF SPEAKING.

BANSHEE! COULD ANYONE... LIVE THROUGH THAT?

TH' WEB-SLINGER DID, STORM! HE'S LEAPIN' CLEAR!

VA-SHTOOM!

BUT WHAT OF THE OTHERS!??

OH.

MY HEAD!

DID ANYBODY GET THE NUMBER OF THAT TRUCK?

HEY! WE MADE IT!

YES, SPIDER-MAN--THANKS TO YOU!

I WILL HELP YOU DOWN, PROFESSOR.

THANK YOU, COLOSSUS.

BUT WHAT HAPPENS NOW? WHY WERE WE ATTACKED IN THE FIRST PLACE?

I SUSPECT THAT SOMETHING SENSED OUR PRESENCE, JEAN--

--AND OUR POWER!

PROFESSOR! I BELIEVE OUR CONVERSATION--

"--IS BEGINNING TO UPSET OUR FELLOW PASSENGERS!"

WHAT IN HEAVEN'S NAME IS GOING ON!? WERE WE SABOTAGED?

NO! WE WERE ATTACKED!

--BY SOME KIND OF MISSILE!

THEY WEREN'T AFTER US, DOCTOR! THEY WERE AFTER THE MUTIES!

OR HAVEN'T YOU YET RECOGNIZED OUR "MYSTERY PASSENGERS"?

THE X-MEN!!

SENATOR, WE JUST SAVED YOUR NECK--AND IF YOU CAN'T UNDERSTAND THAT--

--IT MAY BE WOLVERINE WHO'LL BE STOPPING ME FROM TEARING INTO YOU!

GENTLEMEN, THERE IS NO NEED FOR THIS BICKERING.

DA! NO NEED IS THERE FOR TO--

BORIS. PLEASE! SENATOR TURNER, OUR ATTACK WAS NOT "MASTER-MINDED" BY THESE X-MEN!

NO? WHAT MAKES YOU SO SURE, RUSSKIE--

--UNLESS IT WAS YOUR PEOPLE WHO WERE BEHIND IT?

MAYBE YOU COMMUNISTS AND THE MUTIES ARE WORKING HAND-IN-GLOVE!

KEEP PUSHIN', BIG MOUTH -- AN' YER GONNA FIND YERSELF SLICED!

SNICKT

AN' THIS TIME I DON'T THINK EVEN LEADER MAN'LL TRY AN' STOP ME!

AH, YOU AMERICANS! TOO MUCH TELEVISION! THAT'S WHAT CAUSED YOUR STRANGE PRE-DELICTION FOR VIOLENCE!

DA. TOO MUCH--

BORIS!

BUT HAD YOU GIVEN ME A CHANCE TO PROVE THE VERACITY OF MY CLAIM, SENATOR --I COULD HAVE SHOWN YOU-- THIS!

THE WORLD'S MOST SOPHISTICATED RADI-ATION-DETECTOR--! INVENTED SPECIFICALLY TO BE UNVEILED AT THIS CONFERENCE--

--BY ME!

TIC

TIC TIC

HMMM. VERY INTERESTING! I HAVE USED THIS DEVICE IN MY LABORATORY TO CHECK ROENTGEN LEVELS IN IRRADIATED ANIMALS--

--BUT NEVER HAVE I RECEIVED SO STRONG A READING!

PROFESSOR! THERE IS A SIMILARITY BETWEEN MY COUNTRYMAN'S DEVICE AND YOUR CEREBRO!

YES, PETER. I'D NOTICED THAT!

BUT WHAT-- OR WHO-- IS IT DETECT-ING?

THERE, MY FRIENDS!

THE READING I AM RECEIVING IS COMING--MOST DEFINITELY--

--FROM THERE!!

MILES OFF, ACROSS THE **DESERT**--

--A SMUDGE OF **BLACK** WHERE BLUE SKY MEETS BRILLIANT WHITE **HORIZON.**

THE **NEST.**

IT'S A **MOUND** OF SOME KIND! SLAGGED OVER!

AS IF SOMETHING TRIED TO **MELT A MOUNTAIN**-- AND **SUCCEEDED!**

IT IS WHERE THE **ROBOTS** CAME FROM, SCOTT!

BANSHEE AND I **SAW IT** FROM THE **AIR!**

THEN IT IS **THERE** WE MUST **GO**, MY FRIENDS!

NYET! TO GO THERE **UNSHIELDED** IS--BEYOND A DOUBT--**CERTAIN DEATH!**

NYET. IS FOR **SURE!**

THAT 'MOUND', AS YOU CALL IT, IS HIGHLY **RADIOACTIVE!**

WHAT ARE WE TO **DO** THEN, COMRADE? IF OUR ATTACKERS **EMERGED** FROM THE SLAG-HEAP--

--THEN IT IS **THERE** WE MUST GO IF WE ARE TO LEARN THE **REASON** FOR THEIR **ATTACK!**

DA. YOU ARE **RIGHT**, COMRADE--

--AND I BROUGHT SOMETHING **WITH ME** TO THIS CONFERENCE, AS A **DEMONSTRATION** OF MY COUNTRY'S ADVANCED **MUTATION-RESEARCH!**

I'LL BE JUST A **MOMENT**, MY FRIENDS.

AH, THERE WE ARE! THIS IS MY **ANTI-RADIATION SPRAY!** IT NEUTRALIZES LOCALIZED RADIOACTIVITY FOR UP TO **ONE HOUR!**

AFTER **THAT**-- **PFFFTT!**

OF COURSE, IT'S NEVER BEEN **TESTED**, BUT--

THEN YOU'VE GOT YOURSELF **EIGHT VOLUNTEERS**, DR. MISHKIN--'CAUSE THOSE THINGS THAT HIT THE PLANE ALMOST **KILLED US**--

AND I, FOR **ONE**, DON'T TAKE KINDLY TO **DYING** BEFORE I'M **READY!**

SO **SPRAY AWAY**, DOCTOR!

CHAPTER 3:

INTO... HELLPIT!

CYCLOPS! WE'VE FOUND US A WEE **CRACK** IN THE MOUNTAIN!

THE STEWARDESS CLAIMED TO HAVE SEEN THE ROBOTS EMERGE FROM THE **EARTH**! PERHAPS **THIS**--?

NO **QUESTION**, PETER!

THIS IS WHAT WE'RE AFTER!

THINK YOU CAN KEEP **UP** WITH US, WEB-HEAD?

SCOTT! WHAT **IS IT!?**

WATCH IT, ELF! **I BITE!!**

I'VE BEEN KEEPING UP FOR **YEARS**, FRIEND--

--AND SINCE I DON'T HEAR THEM TALKING ABOUT **YOU** AS THE "**AMAZING WOLVERINE**"-- I MUST BE DOING **SOMETHING RIGHT!**

WOLVERINE SEEKS TO **BAIT YOU**, MY FRIEND! HE SEEMS TO FIND SOME MEASURE OF **SECURITY** IN THE BELITTLING OF **OTHERS!**

PROFESSOR!

STORM! BANSHEE! STRAIN OF... COMMUNICATION IN THIS MANNER IS GREAT...

...BUT I MUST WARN YOU! OF THE... DANGER!

WE DINNA THINK 'TWAS GOIN' T'BE A PICNIC, PROFESSOR!

HE IS GONE, BANSHEE!

AYE, LASS! AN' DID YE SEE HIS FACE?

--ALL TWISTED! LIKE A MAN IN PAIN!

STILL--WE DUNNA HAVE MUCH TIME BEFORE THE ANTI-RAD SPRAY WEARS OFF--

--SO WE'D BEST BE ABOUT OUR BUSINESS!

THE TWO X-MEN VANISH WITHIN THE RAINBOW SCREEN OF RADIATION...

...AND ONE WHO HAS TRIED TO WARN THEM... FEELS THEM VANISH WITHIN HIS MIND AS WELL.

BORIS! GET SOME WATER FROM THE PLANE!

ARE YOU ALL RIGHT, PROFESSOR XAVIER?

I--I'M... WELL, DOCTOR--

--FOR A MAN LIVING IN A NIGHTMARE!*

*STARTING IN X-MEN #97-- A.

AND WHILE THE GOOD RUSSIAN DOCTOR PONDERS THAT CRYPTIC REMARK...

YOUR TWO FLYERS HAVE BEEN GONE A LONG TIME, X-PEOPLE!

I THINK WE'D BETTER HUSTLE AFTER THEM --AND FAST!

IRISH AN' THE LADY CAN TAKE CARE OF THEMSELVES, WALL-CRAWLER!

BESIDES--I DON'T RECALL ANYONE ASKIN' YOU FOR SUGGESTIONS!

AND I DON'T RECALL ANYONE ASKING YOU FOR ANYTHING, BIG MOUTH!

THAT DID IT, CHUM!

SNICKT

WOLVERINE!

I WILL STOP THEM, CYCLOPS-- THOUGH WOLVERINE IS THE ONLY ONE WHO TRULY NEEDS STOPPING!

I HAVE FOUGHT BESIDE SPIDER-MAN*-- AND I SUSPECT HE BATTLES ONLY WHEN PROVOKED!

EXCEPT FOR AN OCCASIONAL PUNCH NOW AND THEN, NIGHT-CRAWLER--

--WHEN IT'S DESERVED!

SPIDER-MAN #162 --ARCH.

BUT SUDDENLY ALL SUCH CONCERNS BECOME QUITE--

--ACADEMIC!

HANG ON, PEOPLE! THE MOUNTAIN'S TRYING TO SHAKE US OFF!

SCOTT! WHAT--?

IT FEELS LIKE AN EARTHQUAKE, JEAN!

DA, COMRADE CYCLOPS! BUT--IT IS CONFINED TO THIS ONE SPOT!!

LOOK! THE TREMORS HAVE STOPPED--

--AND THE RADIATION SCREEN IS GETTING BRIGHTER!

AT LEAST WE'RE ON THE OUTSIDE, MS. GREY--

"--BUT WHAT ABOUT THE TWO WHO FLEW IN??"

EVERYTHING IS... MELTED, BANSHEE! TWISTED!

EVEN THE ROCK ITSELF!

I SEE IT, LASS! BUT I DUNNA KNOW WHAT COULD HAVE--

--STORM!!

LOOK OUT, LASS!!

HREEEE

STORM!!!

SHE'S DROPPIN'! THE FIENDISH THINGY HURT HER!

AN' NOW IT'S TEARIN' AT ME!--AT MY MIND!

AN' I DON'T KNOW HOW T'STOP IT--

--BECAUSE-- LORD HELP ME--

--IT SOUNDS LIKE ME OWN SONIC SCREAMIN'!!!

WHAM!

IT'S NOT.

NOT THAT IT MATTERS NOW!

WHUMP!

THE CHAOS WHEEL HAS DONE WELL!

YES, MILADY.

AS EVER.

STILL-- THESE TWO ARE NOT THE ONE!

NO. I SENSE THE ONE IS STILL WITHOUT.

--WAITING!

THEN THESE ARE UNIM-PORTANT!

LET US GO!

--OVER! AS FAST AS IT STARTED!

PERHAPS IT IS NOT OVER YET, SPIDER-MAN! LOOK!

SOMETHING MOVING BEHIND THE RADIATION SCREEN!

BUT WHO?

USE YOUR MIND POWERS, JEAN!

PROBE, GIRL! FAST!

IS IT BANSHEE OR STORM?--OR SOMEONE ELSE?

IT MUST BE SOMEONE ELSE, CYCLOPS -- MY SPIDER-SENSE JUST STARTED DOING FLIPS!

AND I HAVE A HUNCH IT'S NOT THE LOCAL WELCOME WAGON--

--'CAUSE THERE HE IS!!

GREETINGS, MORTALS!

I AM YAMA DHARMA!

--AND I AM DEATH!

THEN FACE COLOSSUS, DEATH-- AND MEET YOUR--

--UNNRRHHH!

KSTROW!

COLOSSUS!! PETER!!

I SENSE--

--BUT SHE STOPS MY POWER! WITH HER MIND!

SHE MUST NOT BE HARMED, THEN--

--THOUGH THE OTHERS NEED NOT BE SPARED!

JUST LIKE A BADDIE! ALWAYS PLAYING FAVORITES!

STRAK!

OH, WELL. LET'S SEE HOW YOUR "POWER" DOES AGAINST A FAST WEB-SHIELD!

PRREETTTYY GOOD!

YOU OUGHTTA PATENT THAT STUFF, CHUM!

ZRAM!

BAMF

THE X-MEN HOLD THEIR **OWN**-- BUT, LIKE SPIDER-MAN, THEIR MOVEMENTS ARE ALL **DEFENSIVE!**

SUCH ACTION DOES NOT **SUIT** NIGHTCRAWLER!

NOT WHEN **TELEPORTING** BEHIND OUR ENEMY--

WRAM

--MAY **SHIFT** ONE'S POSITION TO THAT OF THE **AGGRESSOR!**

LIKE **SO!!**

NICE **GOIN'**, PIXIE! NOW IT'S **WOLVERINE'S TURN!**

SSRIKK!

YOU CALLED YOURSELF SOME KINDA **DEATH-GOD,** BUB? WELL--

--DEATH IS **MY BUSINESS**--

--AN' YOU AIN'T SEEN **NOTHIN' YET!**

POOR, FOOLISH **MORTAL!** TO THINK THAT ONE SUCH AS **YOU** SHOULD SPEAK OF SENDING TO **EXTINCTION**--

OH.

OH LORD.

--ONE WHO HAS BEEN **THERE AND BACK!**

GET **AWAY,** FROM ME, YA **FREAK!** YOU AIN'T **REAL!**

YOU CAN'T BE **REAL!!**

LOOKS LIKE RAZOR-NAILS BIT OFF MORE THAN HE CAN **CHEW!**

WHICH MEANS IT'S UP TO **ME** TO HAUL HIS ASHES OUT OF THE **FIRE!**

I DON'T PARTICULARLY **LIKE** THAT X-MAN YOU'RE ATTEMPTING TO **CARVE,** FRIEND--

--BUT US **SUPER-TYPES** HAVE GOT TO STICK **TOGETHER!**

IT'S IN OUR **CON-TRACTS!**

THE WALL-CRAWLER'S **LEAP** IS DESTINED NEVER TO **END...**

...AT LEAST, NOT THIS SIDE OF CONSCIOUSNESS!

WREEEEEE

THAT SOUND! SPLITTING MY HEAD OPEN!

CAN'T STAND IT! BLACKING OUT!

THE HIGH-PITCHED WAILING RENDS THE AIR, DRIVING ALL IN ITS RANGE TO THE BRINK OF MADNESS...

...AND BEYOND, AS IT PIERCES TO THE VERY FIBERS OF THEIR MINDS.

REEEEEEEEEEEEEEEEE

THE X-MEN DROP... ONE BY ONE...

...BY ONE!

WHY DO YOU NOT JOIN THE OTHERS, METAL ONE? WHY DO YOU STRIVE AGAINST THE INEVITABLE?

BECAUSE... I AM... COLOSSUS... BEING!

BECAUSE... I AM AN... X-MAN!

BECAUSE I... MUST!

THEN FORGIVE US, NOBLE ONE! FOR WE, TOO, DO ONLY THAT--

--WHICH WE MUST!

KALI, KALI! GODDESS OF DARK MADNESS! WERE WE NOT SO MUCH ALIKE--I THINK I MIGHT LOVE YOU!

THAT MAY NEVER BE, MY LORD, FOR YOUR ROLE IS THAT OF KEEPER OF THE DEAD!--A VERY ORDERLY ENDEAVOR--

--WHILE I EXIST TO CREATE DISORDER-- AMONG THE LIVING!

BUT ENOUGH! OUR WAY IS CLEAR!

THE WOMAN--?

YES. IT IS HER MIND WE SENSED FROM WITHIN THE NEST!

SHE IS THE ONE!

THEN WE ARE READY, DEATH-GOD... AT LAST!

CHAPTER 4: A GATHERING OF GODS!

VOICES. YET NOT VOICES.

RINGING WITHIN YOUR **MIND**, JEAN GRAY. PROBING. CALLING. INSISTENT.

BEHIND YOU, SPIDER-MAN AND THE X-MEN HANG SUSPENDED IN A SHIMMERING FIELD OF **FORCE**. YOU ARE **UNAWARE** OF THAT.

BEFORE YOU STAND EIGHT **BEINGS**. THEY **STARE** AT YOU, AND IT IS **THEIR** VOICES YOU HEAR... IT IS **THEY** WHO HAVE REMOVED YOUR **CLOTHING** AND REPLACED IT WITH YOUR **UNIFORM**.

THE GARB OF THE **PHOENIX!**

FUNNY, HOW YOU CAN **KNOW** THAT WHILE FLOATING IN **NOTHINGNESS.**

FLOATING... BUT **STILL** THE VOICES **CALL YOU**... REFUSING TO LET YOU JUST DRIFT **AWAY.**

CALLING UNTIL THE WARM **DREAM** IS BROKEN... UNTIL YOUR **EYES** OPEN.

UNTIL YOU **SEE...**

OH!

MY GOD!!

GODS, FAIR LADY. WE ARE PLEASED THAT YOU HAVE SEEN FIT TO...

...**AWAKEN.**

THAT WILL REASSURE YOUR **FRIENDS,** AS THEY HAVE BEEN **AWAITING** YOU--

--MOST IMPATIENTLY!

SCOTT!

JEAN! ARE YOU **ALL RIGHT?**

WHERE **ARE** WE? **WHAT'S** HAPPENED?

WE'RE SOMEWHERE INSIDE THE **MOUND,** JEAN! THEY... **IMPRISONED** US IN THIS **FORCE-FIELD**--AND THEN WENT TO WORK ON **YOU!**

I--I'M TRYING TO **REACH** YOU WITH MY **MINDBLAST,** SCOTT--

--BUT IT JUST **BOUNCES OFF!**

WELL, THAT DOES IT, CYCLOPS! **HER** POWER WAS THE **ONLY ONE** WE HADN'T **TRIED** AGAINST THIS THING!

THEY'VE **GOT US,** FRIEND! **BUT GOOD!**

YOU!

WHO ARE YOU? **WHAT** DO YOU **WANT** OF US??

I...AM CALLED **BRAHMA,** PHOENIX.

THE **CREATOR.**

AGAIN SHE FEELS THEIR **EYES** UPON HER.

HER MIND **INVERTS,** AS TIME TURNS BACK UPON ITSELF, TO THE MOMENT OF...

"...THE EXPLOSION, PHOENIX.

"THE DESTRUCTION OF THE **NEST!**

"ARAMAN NILA WAS **CLOSEST** TO THE PILE, **HIS** MIND WAS THE **FIRST!**

"...INFUSING US **ALL** WITH THE STUFF OF HIS **THOUGHTS.** OF HIS **MIND.**

"**RIPPED OUT! TWISTED!** SEARCHED FOR **MEMORIES** AND BOMBARDED WITH UNKNOWN LEVELS OF **RADIATION...**

"**NINE PEOPLE DIED,** FAIR ONE. YET DEATH EMBRACED ONLY **ONE.**

"THE OTHER **EIGHT** WERE REBORN... MOLDED AND **MUTATED** BY THE **MYTHS** THAT MADE UP A MAN'S **REMEMBERANCES.**

"MYTHS TORN FROM **HINDU MYTHOLOGY...**

"...MYSELF, **BRAHMA.**

"**MARA,** THE DREAMER, AND **YAMA,** DEATH-GOD.

"AND **AGNI,** LORD OF **FIRE.**

"**KALI,** THE BLACK **MADNESS.**

"**SHIVA,** THE DESTROYER.

"**VISHNU,** PRESERVER. **RATRI,** THE NIGHT.

"MYTHS THAT SHAPED US INTO GODS!"

EACH OF US HAS ATTEMPTED TO FREE OURSELVES FROM THIS FIELD--

-- BUT OUR OWN POWERS HELD US!

YET, PERHAPS, THERE IS--

BAMF

--ANOTHER WAY!

DONE! ALTHOUGH MY POWER OF TELEPORTATION FAILED TO FREE ME--

-- IT CAUSED A RIFT IN THE FIELD--

--FREEING BANSHEE!

THANK YE, LADDIE!

AN' NOW I'LL BE RETURNIN' TH' FAVOR!

EEEEEE

SOUND. PIERCING...

...AND ANOTHER RIFT APPEARS.

БЛАГОДАРЮ ВАС, BANSHEE. MANY THANKS.

IT IS GOOD TO BE FREE AGAIN!

AND NOW, FRIEND CYCLOPS--I GIVE THAT GIFT TO YOU!

KEEP GOING, COLOSSUS! BEFORE THEY SPOT US--

--I'LL FREE OUR WEBBED FRIEND!

I WAS HOPING YOU GUYS HADN'T FORGOTTEN ME!

NOT THAT I WOULD HAVE LET YOU!

THWIP THWIP

NOW LET'S SEE WHAT I CAN DO IN EXCHANGE!

IT APPEARS A FIELD DESIGNED TO HOLD STORM--

--IS NEXT TO USELESS AGAINST POWER SUCH AS YOURS, SPIDER-MAN!

A CONJECTURE THAT LEADS ONE TO THE THOUGHT THAT, PERHAPS, A CAGE DESIGNED TO HOLD THE WOLVERINE--

--WOULD BE JUST AS USELESS AGAINST THE POWER OF A RAGING HURRICANE!

PARDON THE PUN, LADY-- BUT YOU JUST BLOW ME AWAY!

I'M **SHIELDING** THAT PART OF MY BRAIN THAT'S CONSCIOUS OF WHAT THE X-MEN ARE **DOING**--

--NOW IF ONLY I CAN **HOLD THE SHIELD** WHILE THE GODS' ATTENTION IS FOCUSED **WITHIN MY MIND**, TELLING ME THEIR **STORY!**

"YET IN THIS STATE WE ARE **UNSTABLE**, PHOENIX! IN DANGER OF... **DISRUPTION**, AS THE IMPURITIES OF THIS **PLANE** BOMBARD OUR **MOLECULAR STRUCTURES!**

"WE MUST **TRANSCEND** THIS ASPECT OF BEING--

"--OR **DIE!**

"WE CHOOSE TO **LIVE**, PHOENIX!

"EVEN **NOW**, ENERGY IS BEING DRAWN FROM **YOUR** STELLAR PLANE TO **NOURISH US!** AND WHEN WE HAVE ABSORBED **ENOUGH**--

"--WE WILL **DEPART**, LEAVING THE EARTH A DYING **HUSK** IN OUR WAKE!"

YOU'D DESTROY A **PLANET** JUST TO SUSTAIN **EIGHT LIVES?**

EIGHT **GODS**, PHOENIX-- AGAINST A PLANET OF **MORTALS!**

YES. WE **WOULD** DESTROY IT-- THAT WE MIGHT **LIVE!**

ONLY IF YOU GET THE **CHANCE**, FRIEND--

--AND ODDS ARE YOU **WON'T!** NOT WHILE **WE'RE** AROUND TO **STOP YOU!**

QUICKLY, JEAN! MOVE **AWAY** FROM THEM AND STAND **BESIDE US!**

THEY **STILL** HAVE NOT SAID WHAT IT IS THEY WISH OF **PHOENIX**, CYCLOPS!

WE NEED A **NINTH** TO BIND OUR **ENERGIES**, MORTAL! A **FOCUS!** ONE WHO WILL **STABILIZE** OUR PATH TO **GOD-HOOD** AND GUARD AGAINST MOLECULAR **DISRUPTION!**

ONE WHO, IN THE **END**-- WILL BECOME **ONE** WITH US!

SUCH IS THE POWER WE SENSED IN THE WOMAN KNOWN AS **PHOENIX!**

YOU'RE OFFERING ME **ETERNITY** AT THE COST OF A **WORLD**, BRAHMA?

TELL 'EM WHAT THEY CAN **DO** WITH THEIR **OFFER**, LADY!

IF THEY CAN SEE INSIDE MY MIND **NOW**, WOLVERINE-- THEN THEY **KNOW** MY ANSWER!

I AM **SORRY**, DAUGHTER, BUT THE PATH YOU CHOSE IS **FUTILE!** WE **MUST** HAVE YOUR **POWER**--

--AND WE **WILL** HAVE IT!

SUCH IS THE WILL OF **BRAHMA!**

WELL, YOU CAN JUST TAKE IT AN' STUFF IT, PAL--

--'CAUSE SUCH IS THE WILL OF THE WOLVERINE!!

WOLVERINE!

SRRIKT!

NO ONE MAY TOUCH THE LORD BRAHMA, MORTAL--

TOO LATE, CYCLOPS!

--AND LIVE!!

AAGGHHH! MY ARM!

BURNIN'!!

OF COURSE! AM I NOT LORD OF FIRE?

MAYBE, MISTER--BUT NOBODY HURTS AN X-MAN!

NOT WHILE CYCLOPS IS AROUND TO STOP HIM!

ZROW!

NOT TO MENTION THE TROUBLE YOU CAN GET INTO, MESSING AROUND WITH YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

SEE WHAT I MEAN?

THIS IS ABSURD! WE HAVE NO TIME TO SPEND BATTLING MORTALS!

AND THE BATTLE SHALL END--

--WHEN THEY CANNOT SEE! WRAPPED IN THE VEILS OF NIGHT!!

AND WHEN THEY CANNOT HEAR, GODDESS!

WHEN THEIR MINDS ARE BROKEN ON THE CHAOS WHEEL!

SCREEEE

BANSHEE!

COVER YER EARS, LADDIE!

THIS TIME I'M READY FER THE WITCH!

AN' I'M THINKIN', 'TIS TIME SHE HAD A WEE TASTE OF HER OWN RIGHT BACK AT HER!

EEEEEE

SHIVA! BELOVED!!

I COME, GODDESS!

--TO TEACH THESE MORTALS THAT NONE MAY FACE THE TRIDENT OF SHIVA, THE DESTROYER!

STRAKK

THEN WE WON'T FACE IT, MANIAC!

--OR HADN'T YOU NOTICED?

CAN'T... SEEM TO... FOCUS! MIND'S CONFUSED!

EVERYTHING'S... COLORS!

UNREAL!

HE'S NOT TRYING TO HARM ME! JUST TO HOLD ME WHILE THEY DESTROY THE X-MEN!

NIGHTMARE, PHOENIX!

IT IS THE POWER OF MARA YOU FACE! MARA THE DREAMER!

I'VE GOT TO CONCENTRATE!

BREAK FREE!

YOUR DREAMS ARE THOSE OF A MADMAN, BEING!

AND SINCE YOU USE THEM TO BRING PAIN--

--THEY MUST BE ENDED!!

HERE, STORM! SEE WHAT YOU CAN DO WHEN THE NIGHTMARE GREETS THE NIGHT--COMPLIMENTS OF COLOSSUS!

WHAM

I CAN SEE AGAIN! BREATHE AGAIN! I AM NO LONGER CONFINED!

NOW LET LIGHTNING DISPELL THE DARKNESS!

LET THE STORM NOW REIGN SUPREME!!

HEY, PEOPLE! TAKE A LOOK AT OUR 'GODS'! SOMETHING'S HAPPENING TO THEM!

THEY'RE... BREAKING UP!?

BRAHMA!!

IT HAS COME, NIGHT-GODDESS! WE HAVE WAITED TOO LONG!

NOW COMES THE FINAL DISSOLUTION!

THE END OF ALL!

NOT ALL, BRAHMA! JUST OF YOU AND YOUR DREAMS OF IMMORTALITY!

THE END OF MEN WHO DARED TO DREAM OF BEING GODS!

NOT SO, PHOENIX! AS IT IS WITH US -- SO WILL IT BE WITH THE EARTH!

THE ENERGIES OF THE PLANET ARE BOUND TO US NOW, MORTAL!

AND THIS WORLD WILL BE CONSUMED AT THE MOMENT OF THEIR RELEASE! THE MOMENT OF OUR DEATHS!

BOSS! WHAT'RE THEY SAYIN'?

I'M... NOT SURE, WOLVERINE! BUT I THINK I'M BEGINNING TO SEE!

THEY NEEDED JEAN TO CONTAIN THEIR FORCE UNTIL THEY COULD BECOME SOME... OTHER FORM OF ENERGY!

AND WE KEPT HER FROM THEM!

DEATH COMES, MORTALS!

HOLD ON! WHAT IF THEY WERE TO BE REMOVED FROM EARTH!? THERE'S GOTTA BE MORE THAN ENOUGH ENERGY IN SPACE FOR THEM TO DO AS THEY PLEASE!

SURE, WEB-HEAD! BUT JUST HOW DO YOU FIGGER ON GETTIN' THEM THERE?

THE SAME WAY I FIGURE ON DOING IT, WOLVERINE!

IT COULD WORK, SPIDER-MAN!

IT HAS TO WORK, FRIEND--

--OR IT'S SCRATCH ONE PLANET!!

TELL US WHAT TO DO, SCOTT!

ALL RIGHT! BRAHMA-- GET YOUR PEOPLE TOGETHER AND HAVE THEM LINK HANDS!

X-MEN! LISTEN CAREFULLY-- AND DO EXACTLY AS I SAY!

YOU SURE YOU DON'T WANT BOYS ON ONE SIDE AND GIRLS ON THE OTHER, BOSS MAN?

AND SO IT GOES...

...UNTIL ALL IS FINALLY READY!

I HAVE SEEN WITHIN YOUR MIND, MORTAL!

YOUR PLAN IS... GOOD! BUT THERE IS SO LITTLE TIME!

IT'S BETTER THAN JUST LYING DOWN AND DYING, BRAHMA!

I'M AS READY AS I'LL EVER BE, SPIDER-MAN!

WHEN-EVER YOU'RE READY, CYCLOPS!

SO WHAT DOES THAT LEAVE FOR ME TO DO?

YOU COULD TRY PRAYING, LOUDMOUTH!

PHOENIX! LINK WITH BRAHMA! ALLOW HIS MINDFORCE TO FLOW THROUGH YOU!

I WILL TRY TO BE... GENTLE, GIRL!

DON'T BOTHER, FRIEND!

VERY WELL.

FOR A TENSE MOMENT THERE IS ONLY SILENCE.

AND THEN JEAN GREY SCREAMS!

WHAT IS HAPPENING TO HER, CYCLOPS?

FORGET IT, NIGHTCRAWLER! JUST TAP THE MENTAL PROJECTION SHE'S BEAMING AT YOU--

BAMF

--AND TELE-PORT IT INTO THE PATH OF MY EYE-BEAMS!

IT IS DONE, CYCLOPS! BUT CAN YOU SO EASILY FORGET THE PAIN OF ONE YOU LOVE?

YES! IF IT MEANS SAVING HER LIFE!

I'M HOLDIN' THE MINDFORCE, LADDIE! BUT I DUNNA KNOW FER HOW LONG!

EEEEEE

OR WHAT YE'LL BE WANTIN' ME TA DO WITH IT!

HE JUST WANTS IT CONTAINED, BANSHEE, WHILE IT GATHERS STRENGTH ON THE GROUND BELOW YOU!

AS WELL AS... HEAT, STORM! SO INTENSE!

IT'S...YOUR TURN... LADY! DO YOUR...STUFF!

AT ONCE, SPIDER-MAN!

CYCLOPS HAD ANTICIPATED THAT THE LINKAGE WOULD GENERATE HEAT--LIKE THE CONDUCTOR CIRCUITS OF A DYNAMO!

WHICH IS WHY I HAVE BEEN POSITIONED TO ACT AS A COOLING SYSTEM--

--USING MY POWER OF THE STORM TO LOWER THE TEMP-ERATURE, SO THAT YOU DO NOT BURN OUT!

IT'S NOT...ENOUGH... LADY! STILL... SO VERY HOT!!

CAN'T... STAND MUCH MORE OF THIS!

THE WALL-CRAWLER AN' THE ELF ARE COLLAPSIN', LADY! I'VE GOTTA STEP IN BEFORE IT'S TOO LATE!

STOP, WOLVERINE! BREAK THE LINKAGE NOW, AND YOU'LL KILL US ALL!!

"SO WHAT DO I DO, LADY? TELL ME!! JUST STAND HERE AN' WATCH 'EM FRY? ONE BY ONE??"

NO, WOLVERINE. FOR, IN BUT ONE MORE SECOND...

...THE DANGER IS PAST!

RRAAAAKKK!

...UNTIL, SAFELY AWAY FROM THE SURFACE OF THE EARTH...

...THEY TRANSFORM INTO SOMETHING... ELSE.

PROMPTING EARTHBOUND ASTRONOMERS TO ANNOUNCE THE BIRTH, IN THE HEAVENS...

...OF A NEW STAR!

THE GODS DISAPPEAR, THEIR ATOMS TRAVELLING UPWARDS IN A NARROW BEAM OF LIGHT...

THEY ARE GONE!

YOU SAID IT! AND THEY TOOK ONE HECKUVA CHUNK OF DESERT WITH THEM!

BUT IS THE DANGER REALLY PAST?

DR. MISHKIN'S MACHINE HAS STOPPED REGISTERING ANY SOURCE OF RADIOACTIVITY, MY X-MEN. YOU HAVE DONE WELL!

SWELL! NOW ALL THAT LEAVES IS A PLANELOAD OF PEOPLE WHO KNOW WHO WE ARE!

I THINK... NOT, MY FRIEND!

HUH? WHAT'S HE MEAN BY--

--GONE!

HE MEANT THAT HE'S MIND-BLOCKED ANY KNOWLEDGE OF WHAT'S HAPPENED-- OR OUR PART IN IT-- FROM THE MEMORIES OF THE PASSENGERS, SPIDER-MAN!

JUST LIKE THAT? BOY, HE'D BE A HANDY GUY TO HAVE AROUND WHEN IT COMES TIME TO EXPLAIN THINGS TO A CERTAIN MARY JANE WATSON!

WHY DON'T YOU ASK HIM SOMETIME, WEB-HEAD?

JUST TO SEE WHAT HE'D SAY!

FOLLOW THE FURTHER ADVENTURES OF THE ALL-NEW X-MEN! IN THEIR OWN BI-MONTHLY BOOK!

MARVEL TEAM-UP

MARVEL COMICS GROUP™

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN™

AND THE INCREDIBLE

HULK™

AS IF WOODGOD WEREN'T ENOUGH PROBLEM.. ENTER THE GREEN GOLIATH!

NIGHTMARE IN NEW MEXICO!

Stan Lee PRESENTS: SPIDEY™ AND THE HULK™ TOGETHER!

ANOTHER MARVEL MILESTONE * TITANICALLY TOLD BY BILL MANTLO / DYNAMICALLY DRAWN BY JOHN BYRNE / INDELIBLY INKED BY FRANK GIACOIA / EVERYTHING EDITED BY ARCHIE GOODWIN

NOT TO MENTION LOTSA LETTERS BY... JOE ROSEN COLORFUL COLORS BY... DON WARFIELD

HULK HAS *WATCHED* TOWN ALL NIGHT! HULK HAS SEEN *NO* PUNY HUMANS! IT IS *GOOD!*

HULK IS *TIRED.* HULK WILL *REST* HERE!

THAT, JADE-JAWS, IS WHAT *YOU* THINK!

LIBERTY BANK

GUEST-FEATURING WOODGOD

NIGHTMARE IN NEW MEXICO!

THE STREET IS DEATHLY **QUIET**, A FACT THAT DOES NOT GO **UNNOTICED** BY THE MASSIVE MAN-BRUTE--

--THOUGH THE EERIE COLOR OF THE **DUST** STIRRED UP BY HIS LANDING **DOES**, IT IS **PURPLE**.

HUNH! TOWN **SMELLS** FUNNY!

WHERE ARE **PUNY HUMANS?** WHY DO THEY LET TOWN **SMELL?**

HULK DOES NOT **UNDERSTAND!**

EXCEPT FOR SMELL, TOWN STILL GOOD! EVERYTHING STILL **HERE...**

BUT PUNY HUMANS--

--ARE **GONE!**

HULK IS ALL **ALONE** IN TOWN! HULK IS ALL THERE **IS**--

--SO TOWN MUST BE **HULK'S TOWN!** NOT PUNY **HUMANS'**--

--BUT **HULK'S!**

LIBERTY DRUG STORE

GOOD! HULK **LIKES** TOWN--

--EVEN WITH **FUNNY SMELL!**

MAN?

BUT IF TOWN IS HULK'S, THEN HULK MUST **CLEAN** TOWN--

--SO HULK CAN BE **PROUD** TOWN HAS HULK'S **NAME!**

BARBER

HULK WILL **START** BY TURNING **TRUCK** BACK UP ON **WHEELS!**

HUH?

DOOR COMES OFF IN HULK'S HANDS--

--AND PUNY HUMAN FALLS OUT FROM INSIDE!

RIIPP!

LITTLE MAN? TALK TO HULK!

WHY WAS LITTLE MAN HIDING IN TRUCK? WHERE ARE REST OF PUNY HUMANS?

ANSWER HULK, LITTLE MAN! ANSWER OR HULK WILL--

FATHER?

HUH? FUNNY SMELL AGAIN!

WHO--?

NO, GREEN MAN IS NOT FATHER! WOODGOD REMEMBERS NOW--

--FATHER IS DEAD, KILLED BY SCREAM!*

AND SCREAM WILL TAKE WOODGOD-- AND GREEN MAN, TOO!

YOU, GOAT-MAN! YOU SURPRISE HULK! CONFUSE HULK WITH WORDS!

YOU ARE WRONG, GOAT-MAN!

GREEN MAN TRIES TO HURT WOODGOD? TO MAKE HIM FEEL THE SCREAM?

WHY, GREEN MAN?

WHAP!

HAS SCREAM DRIVEN THE GREEN MAN MAD?

THERE MAY BE SOME TRUTH IN THAT--

* SEE MARVEL PREMIERE #31 --ARCHIE.

--BUT IT'S A TRUTH THAT'LL HAVE TO **WAIT** A FEW PAGES AS WE TURN OUR ATTENTION ABOUT THIRTY MILES DUE **EAST** OF THE DUST-BLOWN STREETS OF **LIBERTY, NEW MEXICO,** TO...

NOW I BE **ASKIN'** YE, CYCLOPS-- D'YE REALLY THINK IT'S **POLITE** YE'RE BEIN'--

-- WHEN Y'ASK OUR WEBBED **GUEST** T'BE RIDIN' ALL THE WAY BACK **EAST** ON THE **HOOD**?

AYE, BUT YE MAKE ME **ASHAMED** T'BE CALLIN' MESELF AN **X-MAN!**

I THINK YOUR **GROUP-LEADER** REALIZES THAT THE **REST** OF YOU WOULD HAVE A HARD TIME **CLINGING** OUT HERE, RED--

--BUT I HOPE HE'S GONNA PAY THE **DRY-CLEANING** WHEN IT COMES TIME TO GET THE SPLATTERED **BUGS** OFF MY **COSTUME!**

COM-PLAINTS, SPIDER-MAN? WE COULD'VE LET YOU **WALK** HOME!

AND **WE** WOULD HAVE BEEN WALKING **WITH HIM,** WOLVERINE--

--IF **PHOENIX** HADN'T PSYCHO-KINETICALLY SUMMONED THE **X-SHUTTLE** TO PICK US UP!

HOW **ARE** YOU, PROFESSOR?

BETTER, PETER... BUT SO **TIRED.**

WE'LL HAVE YOU BACK **HOME** SOON, SIR!

I BELIEVE YOU'RE ALL FORGETTING THE **NEEDS** OF OUR GUEST!

PERHAPS HE DOESN'T **WISH** TO RETURN TO **NEW YORK!**

GOOD GRIEF! WE'VE ALL BEEN SO **SHOT** SINCE WE BATTLED THE "**GODS**" BACK AT THE **NEST**--*

--THAT IT NEVER **OCCURRED** TO ME TO **ASK!** WELL, WALL-CRAWLER-- YOU GOING OUR WAY?

BEATS THUMBING IT!

AFTER ALL, THERE ISN'T MUCH IN **NEW MEXICO** TO SWING A **WEB** FROM, SAVE FOR A RARE **CACTUS!**

SO COUNT ME **IN,** X-PEOPLE-- AS LONG AS WE'RE FLYING **STUDENT-RATES!**

*AS CHRONICLED IN GIANT-SIZE **MARVEL TEAM-UP #1,** ON SALE **NOW**-- ARCHIE.

SUDDENLY...

HERR PROFESSOR! OUR *RADAR* HAS JUST PICKED UP *SOMETHING!* HEADING *TOWARDS* US-- AND MOVING TOO *FAST* TO BE ANY MANNER OF *CONVENTIONAL HOVERCRAFT!*

WREEEE

IT'S PROBABLY AN *EXTERMINATOR* COME TO GET THE BLASTED *BUG-MAN* OFF THE *BUMPER!*

SNIK

I CAN SEE WHY THEY LET YOU JOIN THIS *TEAM*, WOLVERINE! YOU'RE MORE *LAUGHS* THAN A BAD CASE OF *HEART-BURN!*

HEADS UP, PEOPLE-- I JUST SPOTTED OUR *BOGEYS*--

AYE, LADDIE! I *SEE 'EM!* ABOUT FIVE MILES *OFF*-- *AN' CLOSIN' FAST!!*

WHAT *ARE* THEY, BANSHEE? NOT MORE OF THE *RAKKS?!**

NO, CYCLOPS! THEY ARE *NOT* THE ROBOT-MUTATES WE FOUGHT *EARLIER!*

*GS-MTU ANNUAL AGAIN-- ARCH.

THEY APPEAR TO BE SOME FORM OF TWO-MAN *HOVERCRAFT!*

TREMENS TO *FLOATER* 2: NEARING *INFECTED AREA!*

I MONITOR A *UFO*, MAJOR, CROSSING AT *LOW* ALTITUDE OVER *RESTRICTED-AREA!*

ALL RIGHT, FLOATER 2... YOU KNOW YOUR ORDERS!

ANYTHING ALIVE IN LIBERTY-- IS THE ENEMY!!

WEEEEEEEE

LORD ABOVE, LASSIE--THEY'RE SHOOTIN' AT US!!

SHOOSH

WE CAN HANDLE THE MISSILES AIMED AT US, BANSHEE-- WHAT ABOUT THOSE ALREADY PAST US--

"--AND AIMED AT THE OTHER X-MEN!?"

UH-OH! Y'KNOW, FOLKS--MAYBE I SHOULDDA WALKED!

SPIDER-MAN! GET YOUR HEAD DOWN-- AND FAST!

CYCLOPS, WHAT--?

--AND LEAVE THE REST TO ME!!

ZZSSSTROW!

ALL SAVE ONE, THAT IS.

BA-TOOM!

JUST SHIELD THE PROFESSOR, COLOSSUS, AND THE OTHERS--

HIS EYE-BEAMS TURNED ON WIDE-FOCUS, THE MAN KNOWN AS CYCLOPS EXPLODES THE ON-COMING MISSILES IN MID-AIR.

BLAST LOOSING MY HOLO ON THE X-SHUTTLE!

I'M FALLING!!

OH, *MAN!* I'M TOO *LOW* TO WHIP UP A *WEB-CHUTE*--

--AND FALLING TOO *FAST* TO BE ABLE TO *ROLL* WITH THE *IMPACT*--

--NOT THAT I'D MAKE IT EVEN *THEN*, 'CAUSE THOSE *ROCKS* BELOW LOOK AWFULLY EAGER TO *SKEWER* THIS LITTLE SPIDER-MAN!

AH, BUT WE CAN'T HAVE *THAT*, NOW *CAN* WE, LADDIE?

EEEEE

IRISH, REMIND ME TO SEND YOU AN *ATOMIZER* FOR CHRIST-MAS--

--ALONG WITH A *LIFE-TIME* SUPPLY OF *THROAT LOZENGES!*

THAT I *WILL*, BOY-O! Y'CAN *COUNT* ON IT!

BRING HIM *DOWN*, BANSHEE! THERE'S SOME-THING ON THE *VIEW-SCREEN* I THINK HE OUGHT TO *SEE!*

TREMENS TO FLOATERS-- *UFO* HAS VANISHED FROM *TRACKING-SCREENS!* YOU *GOT IT*, BOYS!

BUT THE MAIN JOB NOW IS TO CONCENTRATE ON WHAT'S HAPPENING IN *LIBERTY* ITSELF!

HE MEANS *US*, FRIEND CYCLOPS?

AS THIS *SATELLITE-TRANSMISSION* SHOWS, *SOMETHING* HAS GOTTEN THROUGH THE *"DEAD ZONE"*--

--AND HAS CONFRONTED OUR *"TARGET"* ON THE TOWN'S *MAIN STREET!*

THE *QUARANTINE* HAS BEEN *BROKEN*, GENTLE-MEN-- AND I NEEDN'T *REMIND* YOU THAT ANYTHING GOING INTO LIBERTY--

--CAN'T BE ALLOWED TO GO OUT!

HE'S TALKING ABOUT WIPING THE HULK OFF THE MAP--AND THAT MEANS BYE-BYE BRUCE BANNER!

AND WHILE THAT'S EASIER SAID THAN DONE, I CAN'T JUST WALK AWAY WHILE THEY TRY IT!

BESIDES--THERE'S A STORY IN ALL THIS THAT JAMESON WOULD GIVE HIS EYE-TEETH FOR--AND HERE'S HIS LITTLE ROVING PHOTOGRAPHER MERE MILES AWAY!

BANSHEE?

I ALREADY KNOW, PROFESSOR! YE DON'T HAVE T'READ MINDS T'KNOW WHAT'S AILIN' THE BOY!

SPIDER-MAN--YE'LL BE NEEDIN' A RIDE T'THAT TOWN, I'M THINKIN'--AN' SINCE THE X-MEN'LL BE HAVIN' T'TAKE THE PROFESSOR BACK EAST--

--BANSHEE'S OFFERIN' YE HIS SERVICES, LADDIE!

AND ONCE THE WALL-CRAWLER HAS ACCEPTED...

ALRIGHT, BANSHEE--WE'LL CUT OUR SPEED TO GIVE YOU TIME TO CATCH UP!

TAKE CARE, SPIDER-MAN--AND WIGGLE A WEB FOR US!

WILL DO, X-MAN!

WELL, LADDIE--IF WE'RE GOIN', WE'D BEST BE OFF!

'TIS ONLY A FAST THIRTY MILES OR SO T'THIS PLACE CALLED--

"--LIBERTY!"

PUNY HUMAN WITH HORNS AND FUNNY GOAT-LEGS MAKES HULK MAD! TRIES TO TAKE HULK'S TOWN FROM HULK!

AND FOR THAT--HULK WILL SMASH!!

SCREAM HAS TAKEN YOU, GREEN MAN--THE WAY SCREAM TOOK WOODGOD'S MOTHER AND FATHER--

--THE WAY SCREAM TRIED TO TAKE WOODGOD!

BUT I DID NOT LET SCREAM TAKE ME, GREEN MAN! I FOUGHT SCREAM--AND MAN, WHEN HE CAME IN HIS SHIPS--

--BRINGING PAIN TO WOODGOD!

BAH! GOAT-MAN TALKS AS MUCH AS PUNY HUMANS! MAKES HULK'S EARS RING!

MAKES HULK MAD!

SSWAATTT!

NOW WOODGOD UNDERSTANDS! GREEN MAN IS JUST LIKE THE OTHERS WHO BROUGHT THE SCREAM TO WOODGOD!

WHO BROUGHT WOODGOD...

...PAIN!

HUH? GOAT-MAN ATTACKS HULK?

YES, GREEN MAN! WOODGOD IS TIRED OF ONLY RECEIVING PAIN--

--AND GIVING NONE IN RETURN!

I HAVE HAD ENOUGH, GREEN MAN--

WA-TRAM!

--AND I WILL KILL YOU!

NO ONE KILLS HULK, GOAT-FACE! NO ONE!!

HULK WILL SMASH YOU, RED-EYES! HULK WILL SMASH!!

HULK IS STRONGEST ONE THERE IS!

BUT WHY DOES HULK FEEL SO... *DIZZY?*

WHAT IS ***WRONG***... WITH HULK...?

NOTHING! HULK IS ***HULK!***

HULK WILL TEACH... ***GOAT-FACE***... THAT HULK IS...

...STRONGEST--

*A SAVAGE **SNARL** CURLS THE HULK'S EMERALD LIPS AND HIS MASSIVE **ARMS** LIFT THE FIVE OR SO TONS OF **TRUCK** ABOVE HIS HEAD--*

*--BUT EVEN **WITHOUT** THE STRANGE, MIND-NUMBING **BUZZING** IN HIS HEAD--*

ZZZ

...WILL LIVE TO LEARN.

HULK FEELS... WEAK!

WHAT IS HAPPENING TO...

...HULK? CAN'T HOLD... TRUCK... ANYMORE! HAVE TO... DROP IT... BEFORE IT CRUSHES...

...BRUCE BANNER! I'VE CHANGED AGAIN! I'M NO LONGER THE HULK!

BUT WHY DO I FEEL SO... FEVERISH?

BURNING UP?!

WHAT HAS THE HULK GOTTEN ME-- US-- INTO--

--THIS--

--TIME?

BRUCE BANNER COLLAPSES, THEN--

-- IN THE PURPLE DUST THAT COATS THE TOWN OF LIBERTY.

GREEN MAN? NO, GREEN MAN IS GONE AND HE HAS LEFT THIS ONE IN HIS PLACE!

WHO ARE YOU, MAN?

WHY DO YOU NOT MOVE?

MAN DOES NOT ANSWER! PERHAPS HE HAS BEEN CLAIMED BY SCREAM-- LIKE ALL THE OTHERS!

ALL EXCEPT WOODGOD!

BEHIND AND ABOVE HIM, DRAGONFLY FIGURES OF FLIGHT DANCE IN THE NOONDAY SUN, BRINGING SCREAM TO THE CHILD OF MAN!

ELSEWHERE...

LADDIE... I DINNAE KNOW HOW T'*TELL* YE THIS... BUT I'M A WEE BIT TOO *OLD* T'BE CARRYIN' A *WEIGHT* SUCH AS YERSELF SO *FAR!*

DOES THAT MEAN WHAT I *THINK* IT MEANS, RED?

AYE, LADDIE! IT MEANS I'M AFRAID I MIGHT-- *DROP YE*--

I-- *UNNFFF!*-- SEE WHAT YOU *MEAN*, RED!

STILL, YOU DID THE BEST YOU *COULD*, SO I SUPPOSE I SHOULD DO *MY* PART--

THWIP!

THWIP!

--TO SEE THAT OUR *LANDING*, AT LEAST-- IS A *SOFT ONE!*

WHUMP!

NOT A SECOND TOO *SOON*, LADDIE! WE WERE LIKE T'HAVE BEEN *IMPALED* ON THIS PINCUSHION OF A *FOREST!*

FUNNY WAY FOR TREES TO *GROW*-- ALL BLACK AN' *BURNT-LIKE!*

HMMM! BUT THERE'S NO SIGN OF ANY *FIRE*, RED--

--AND THE TREES *DO* SEEM TO BE *ALIVE*-- IN A *DISGUSTING* SORT OF WAY!

THAT'S FOR *YOU* TO CIPHER-OUT, SPIDER-MAN! I'VE THE *X-MEN* T'BE *REJOININ'*, AN' THEY DON'T SAVE *DINNER* IF YE'RE *LATE!*

SO LONG, RED-- AND THANKS FOR THE *LIFT!*

AND THEN BANSHEE IS *GONE.*

WREEEE

THERE GO THE *FLOATERS* AGAIN-- WINGING IT TOWARDS THE *TOWN* WE SAW ON THE *VIEW-SCREEN!*

I HOPE *BANSHEE* MANAGED TO FLY OUT *UNDER* THEM WITHOUT BEING *SEEN!*

THEY PROBABLY DIDN'T SPOT *ME* BECAUSE THIS MUST BE THE *"DEAD ZONE"* THEY THREW UP AROUND *LIBERTY!*

A ZONE WHERE *NOTHING* IS SUPPOSED TO BE ABLE TO *LIVE!*

SO HOW DOES THAT EXPLAIN *ME?*

A GOOD QUESTION--

--BUT ONE WE'LL SAVE FOR NEXT ISSUE.

THERE IT *IS*, FLOATER 3!

THE SAME ONE THAT WRECKED *'A' GROUP* YESTERDAY!*

PTOOM!

M.P. #31-- ARCH.

AGAIN MAN ATTACKS WOODGOD!?? AGAIN!!?

DID YOU NOT LEARN *ONCE*, MAN?!

LOOK *OUT*, FLOATER 5! THAT *BEM** IS SUPPOSED TO BE AWFUL *STRONG*-- AND IT LOOKS LIKE HE'S *UP* TO SOMETHING!

*BUG-EYED MONSTER -- BILL.

CAN YOU NOT LEAVE WOODGOD IN *PEACE*? THE PEACE OF HIS *FATHER*? THE PEACE THAT COMES TO *ALL*?

THE PEACE OF DEATH??

OR MUST YOU BRING THE *SCREAM* TO WOODGOD OVER AND *OVER--*

--AND OVER!!

KA-STRAM!

FLOATER 1! WHAT IN BLAZES--??

HE GOT US, FLOATER 5! WE'RE GOING DOWN!!

COME, MAN! SCREAM AWAITS YOU!

THAT'S THE GUY WE SAW ON THE SCREEN--AND HE'S JUST TAKEN OUT THE NATIONAL GUARD!

BUT I THOUGHT THE HULK WAS SUPPOSED TO BE HERE!

OH, WELL. NO TIME FOR THAT NOW--

--NOT WHEN IT'S MY CIVIC DUTY TO KEEP OUR FIGHTIN' AIR FORCE IN ONE PIECE--

--AT LEAST UNTIL I CAN STOP AND FIGURE ALL THIS OUT!

THWAP!

S-SOME-THING'S NETTED US, MAJOR!

NOT SOMETHING, BOYS--ME!!

SPIDER-MAN!??

YOU MIND TURNING UP YOUR SUIT-RADIO, MAJOR? FROM THIS SIDE IT SOUNDS LIKE YOU'VE GOT A MOUTHFUL OF CHEERIOS!

KNOCK OFF THE JOKES, MISTER! YOU'RE IN A RESTRICTED AREA! YOU SHOULD BE DEAD!!

THIS TOWN CEASED TO EXIST THIRTY-SIX HOURS AGO-- WHEN A DRUNKEN FARMER BUSTED OPEN A TANK-LOAD OF NERVE GAS!!

TREMENS

NERVE--?

LORD SAVE THAT OLD RUSSIAN-- DOC MISHKIN! IT MUST BE THE ANTI-RADIATION MIST HE SPRAYED ON ME AND THE X-MEN* THAT'S SOMEHOW KEEPING THE GAS FROM AFFECTING YOURS TRULY!

*GUESS WHERE! --ARCHIE.

IT'S MY BUSINESS HOW I'M ALIVE, MAJOR-- AND I THINK IT'S YOURS TO COME UP WITH SOME ANSWERS!

JUST HOW DO YOU WIPE OUT A TOWN FULL OF PEOPLE--AND KEEP IT FROM THE AMERICAN PUBLIC?

AND WHO-- OR WHAT-- WAS THAT MONSTER THAT KNOCKED YOUR FLOATER OUT OF THE AIR BACK ON THE STREET?

DON'T OVER-REACH YOURSELF, SPIDER-MAN! YOU'RE SOMETHING OF A WANTED MAN, IF I REMEMBER RIGHT--

--AND IT WOULDN'T BE TOO HARD TO SUGGEST TO THE PRESS BACK EAST THAT YOU CAUSED ALL TH--

OH, LORD!!

SPIDER-SENSE TINGLING LIKE CRAZY!

TREMENS

KRAM!

GO TO SCREAM, MAN!

SPLOOSH!

LISTEN, GOATS! I DON'T KNOW WHO YOU ARE, OR WHAT YOUR PROBLEM IS -- BUT, MISTER --

-- YOU JUST MADE THIS LITTLE WEB-SPINNER MAD!

THEN COME, MAN! COME AND WOODGOD WILL KILL YOU --

--AS I KILLED THE GREEN MAN BEHIND YOU!

HUH? GREEN --? HOLY CRUD! IT'S DOCTOR BANNER!!

AND ANYBODY WHO CAN KNOCK OFF THE HULK HAS GOTTA BE PUT UNDER WRAPS!

THWAP

NO!!

I WILL NOT BE BOUND!!!

RRIIP!

RRIIP!

OBOY! THIS GUY'S GOT MUSCLES UNDER ALL THAT HAIR--AND HE'S WILLING TO USE THEM ON ME!

WHICH IS JUST GREAT, BECAUSE I'VE GOT A HUNCH THE MILITARY BOYS ARE IN THE WRONG HERE--

--AND I'M GONNA BE FIGHTING ON THE WRONG SIDE, AS USUAL!

NOW WHAT? MY SPIDER-SENSE IS WARNING OF SOMETHING--

--BEHIND ME.

UH, HI, FELLAS! NICE PAIR OF RED EYES YOU BOYS'VE GOT THERE! A MATCHED SET, HUH?

WELL, I GUESS I'LL JUST BE MOSEYIN' ALONG! BE SEEIN'--

BUG MAN IS NOT GOING ANYWHERE!

HULK REMEMBERS BUG-MAN! BUG-MAN HAS FOUGHT HULK BEFORE! HULK WILL NOT FIGHT GOAT-FACE--

--HULK WILL SMASH YOU INSTEAD!

Y'KNOW, I HAD A FUNNY FEELING YOU WERE GONNA SAY THAT!

NEXT: TROUBLE AT TRANQUILITY BASE!

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN

AND THE INCREDIBLE

HULK

THE HULK IS DEAD!

AND YOU'RE NEXT, SPIDER-MAN!

FIRE THE CANNON!

TREACHERY AT TRANQUILITY BASE!

STAN LEE PRESENTS: SPIDEY™ AND THE HULK™ TOGETHER!

SPIDER IN THE MIDDLE!

TWO DAYS AGO, NEAR A SMALL NEW MEXICO TOWN CALLED **LIBERTY**, A CANISTER OF **EXPERIMENTAL NERVE-GAS** WAS SMASHED OPEN BY A GROUP OF IRATE FARMERS. RESULT: **END** OF FARMERS, **END** OF TOWN, AND THE **BEGINNING** OF A NIGHTMARE WHICH HAS COME TO INVOLVE THE **INCREDIBLE HULK**, **SPIDER-MAN**, A RATHER **STRANGE** U.S. MILITARY BASE CALLED **TRANQUILLITY** AND...**THE MAN-BRUTE CALLED**

WOODGOD

DARN TOWN'S **CRAWLIN'** WITH FREAKS! WE MIGHT'A HAD THAT "WOODGOD" CRITTER CORRALLED BY NOW IF HE HADN'T MADE FRIENDS WITH THE **HULK!**

--AN' NOW IT LOOKS LIKE THEY'RE **BOTH** AFTER **WEB-HEAD**, WHEREVER **HE** POPPED UP FROM!

CLICK!

RESERVE FLOATER 5 TO **MAJOR TREMENS**: I HAVE YOU ON **AUDIO-VISUAL**--STANDING BY!

GET OUT OF THE **WAY**, WALL-CRAWLER! LET US GET THE **ELECTRO-MASS NET** OVER THEM!

BILL MANTLO • WRITER
JOHN BYRNE • ARTIST
MIKE ESPOSITO • INKER
JOE ROSEN • LETTERER
G.ROUSSOS • COLORIST
ARCHIE GOODWIN • EDITOR

THWIP!

THWAP!

--THEN IT'S "OUT OF THE WAY" YOU *GET!*

IF IT'S "OUT OF THE WAY" YOU *WANT,* MAJOR--

BUG-MAN IS *GONE*--AND NOW SOLDIERS SHOOT *NET* AT HULK AND GOAT-FACE!

TZZZZZZRRMMMMMM

I SENSE *PAIN,* GREEN-MAN!

MAN GIVES US THE *SCREAM!!*

AND, BELIEVE ME, *YOU DON'T HAVE TO ASK TWICE!!*

CLIK!

NET *ACTIVATED,* MAJOR.

KWUF!

KWUF!

THAT NET IS DESIGNED TO INCREASE ITS *MASS* IN DIRECT PROPORTION TO THE *RESISTANCE-STRENGTH* OF WHATEVER IT *ENSNARES!*

NOTHING THAT LIVES CAN *BREAK FREE* OF IT! *NOT EVEN THE HULK!!*

THE FORMS WITHIN THE ELECTROMASS-NET BECOME A **CRACKLING**, WRITHING MASS OF **AGONY**.

THE MORE **EFFORT** THE HULK AND WOODGOD APPLY **AGAINST** THE CABLE-STEEL **COILS** WHICH BIND THEM--

--THE **TIGHTER** THOSE CABLES WRAP ABOUT THEIR **BODIES**, ALREADY WEAKENED BY THE **ELECTRIC CURRENT** STREAMING THROUGH THE NET.

WAIT A MINUTE! THOSE SPACE-SUITED **FLYBOYS** DON'T LOOK LIKE THEY'RE TRYING TO **SUBDUE** THE HULK AND HAIRY-HOOVES--

THEY LOOK LIKE THEY'RE TRYING TO **KILL THEM!**

MAJOR TREMENS! I THINK I WANT SOME **ANSWERS**--

--AND I WANT THEM **NOW!**

IS THAT **SO**, SPIDER-MAN?

MAYBE YOU DON'T **GET** IT YET, INSECT, BUT YOU'RE IN A **RESTRICTED** AREA-- UNDER **MARTIAL LAW!**

I'M THE ONE WHO ASKS THE **QUESTIONS** AROUND HERE! **ME**--

-- **AND NOBODY ELSE!!**

SEZ YOU, BUCK ROGERS!

WHAP!

BUT I'M NOT **BUYING ANY**, MISTER! THERE'S SOMETHING GOING **ON** HERE THAT I HAVEN'T QUITE **FIGURED OUT** YET--

--BUT MY LITTLE **SPIDER-INSTINCTS** ARE ALL SCREAMING **COVER-UP!!**

GET HIM! HE'S HEADING FOR THE NET!!

YOU BET YOUR **BOOTS** I AM!

THE HULK MAY BE **SLOW-WITTED, INFANTILE** AND MORE **POWERFUL** THAN ANYBODY HAS A **RIGHT** TO BE--

TZRAM!

TZOW!

--BUT I **TRUST** HIM A LOT MORE THAN I TRUST **YOU**, MAJOR! AND WE **BOTH** KNOW **HE** DIDN'T WIPE OUT **THIS TOWN!**

FLOATER 2! FLOATER 7! CLOSE IN!

STOP THAT MASKED MENACE, YOU FOOLS!

2

TREMENS

GO AHEAD 'N' **TRY**, CHUCKLES!

OOPS! LOOK WHAT I'VE DONE, I'VE **CRUSHED** YOUR LITTLE NET'S **MASS-FIELD ACTIVATOR!**

RIP!

THAT BLASTED WALL-CRAWLER WILL RUIN **EVERYTHING!** EVERY MOMENT HE **DELAYS US** BRINGS THE GOVERNMENT THAT MUCH **CLOSER** TO SENDING OUT AN **INSPECTION CREW!**

AND IF **THAT HAPPENS**-- WE'RE **FINISHED!**

TREMENS

GET OUT OF MY WAY!

WHOOSH!

KLMG

SHSKROW!

SHOOM!

CHEW ON THIS, SPIDER-MAN!!

FREE! WOODGOD IS **FREE!**

BUG-MAN HAS **FREED** HULK AND GOAT-FACE! **WHY!?**

ATONEMENT HULK, OLD-- **HEY! LOOK OUT!**

MISSILES WILL **NOT** HIT, BUG-EYES!

HUH??!

BUG-EYES IS HULK'S **FRIEND!** SET HULK **FREE!** NOW HULK WILL KEEP **MISSILES** FROM HITTING BUG-EYES!

KA-WHOOOM!

IS **SPIDER-**MAN ALL RIGHT?

HUH? OH, **YEAH! SURE!**

RIGHT AS **RAIN!**

SPIDER-MAN! YOU'VE INTERFERED **ENOUGH!** THIS IS **GOVERNMENT BUSINESS!**

I WANT THOSE **MONSTERS**-- FOR THEIR **OWN** SAKES! THEY'VE INHALED ENOUGH **NERVE GAS** TO WIPE OUT A GOOD-SIZED **CITY!** WE WANT TO **HELP THEM**--BEFORE IT'S TOO **LATE!**

I'VE SEEN **YOUR** KIND OF **"HELP,"** MAJOR! WE'LL **SKIP IT,** IF YOU DON'T MIND!

BESIDES, WHATEVER WENT **WRONG** IN LIBERTY, IT'S MY BET THAT **YOU CAUSED IT--**

--AND I AIM TO FIND OUT **HOW!**

SO SAVE YOUR **OFFERS,** MAJOR!

I'LL STICK WITH THE **"BAD GUYS!"**

THEN I CAN ONLY ASSUME YOU'RE IN **COMPLICITY** WITH THESE **THREATS** TO OUR **INTERNAL SECURITY,** SPIDER-MAN --

--AND I'M AFRAID THAT LEAVES ME NO **CHOICE**--

--BUT TO **DESTROY YOU** ALONG WITH **THEM!** AT MY **COMMAND,** MEN --

--**FIRE!!**

THEY **DO** -- WITHOUT THE **SLIGHTEST HESITATION!**

FWOOOSH!

FWOOSH!

*AND THE NOXIOUS WEAPONS FIND THEIR **MARK!***

HUH? PUNY HUMANS SHOOT **GAS** AT HULK AND GOAT-FACE?

HULK!? WOODGOD?

HOO BOY! THAT **GAS** MUST BE PRETTY POWERFUL STUFF!

*LAST ISSUE-- ARCH.

BUT I DON'T **GET IT!** IF THERE WAS ENOUGH THERE TO KNOCK OUT THE **HULK**--

--THEN WHY IN HECK DIDN'T IT AFFECT--

--**ME!!**

OH, MAN, SPIDEY! LOOKS LIKE YOU SPOKE TOO--

--SOON.

SOME TIME LATER...

HEY! MY EYES CAN STILL *OPEN!*

I MUST BE *ALIVE!!*

CORRECT, SPIDER-MAN -- ALTHOUGH YOU MAY *SOON* WISH YOURSELF *DEAD!* I AM MAJOR *DEL TREMENS* -- COMMANDING OFFICER OF *TRANQUILITY BASE!*

YOU WERE DISCOVERED *WITHOUT AUTHORIZATION* IN AN AREA *RESTRICTED* BY THE UNITED STATES *MILITARY!*

YOU HAVE SOMETHING OF A *REPUTATION* FOR *LAWLESSNESS*. I'M SURE BOTH THE *POLICE* AND THE *PUBLIC* WILL SEE YOUR *PRESENCE* HERE AS A *THREAT* TO THE PROPER FUNCTIONING OF A *GOVERNMENTAL AGENCY!*

GO STICK IT IN YOUR *EAR*, TREMENS! *WHAT HAVE YOU DONE TO THE HULK AND WOODGOD??!*

THEY HAVE BEEN TEMPORARILY **NEUTRALIZED,** SPIDER-MAN!

EVEN **NOW** THE **WARHEAD** IS BEING REMOVED FROM AN **ICBM**-- AND THE MISSLE IS BEING READIED TO CARRY **WOODGOD** TO THE **STARS**--

--FOR **EXPERIMENTAL PURPOSES,** OF COURSE!

WHILE YOU HANG THE BLAME FOR THE DESTRUCTION OF **LIBERTY, NEW MEXICO** ON ME AND THE **HULK!**

GOOD **PLAN,** MAJOR-- EXCEPT THAT I'VE GOT THE WHOLE THING ON **FILM!**

ONCE THE SHOTS ON MY **BELT-CAMERA** COME TO THE ATTENTION OF THE **WORLD,** THERE'S NO **CHANCE** THAT ANYONE'D BELIEVE **YOU!**

THEN THAT FILM WILL **NEVER** BE **DEVELOPED! BRENNER! HOWES!**

YOU'RE MORE OF A FOOL THAN I **THOUGHT,** SPIDER-MAN-- THOUGH **LESS** OF A **CRIMINAL!**

WITHOUT THAT **CAMERA** YOU WON'T BE ABLE TO **PROVE A THING!**

I GUESS MAYBE I SHOULDDA KEPT MY BIG MOUTH **SHUT,** HUH, MAJOR?

SNIK!

NOT THAT I'LL **LIVE** LONG ENOUGH TO **REGRET IT!**

OR WILL I??!

LOOK OUT! IT WAS A **TRICK!** HE'S GETTING--

TRAM

WOK

"AWAY" IS THE WORD YOU WERE **LOOKING** FOR, SOLDIER!

GANGWAY, FLYBOYS! IT'S SPIDEY'S GREAT ESCAPE!!

WHEE! THIS IS MORE FUN THAN A FIVE-DAY MUSCLE-TONING COURSE AT A VIC TANNEY HEALTH SPA!

AND BETTER YET-- IT'S CHEAP!!

WATCH OUT! THE GUY'S NUTS!

NOW I ASK YOU, SOLDIER--

--IS THAT ANY WAY TO TALK ABOUT A TRUE-BLUE DYED IN THE WOOL SUPERHERO?

WRUMP!

AH! THAT WAS MUSIC TO MY EARS!

THEN MAYBE YOU'D LIKE TO HEAR A MACHINE-GUN SERENADE, LAUGHING BOY!

ONE MORE STEP, AND--

I KNOW, I KNOW! YOU WILL FILL ME FULLA MORE HOLES THAN A PIECE OF SWISS CHEESE!

SHEESH! YOU OUGHTTA TELL THE MAJOR TO GET SOME BETTER MOVIES AT THIS BASE!

OR YOU'RE ALL GONNA DIE FROM AN OVERDOSE OF CORN!

I CAN'T STOP HIM! HE'S GETTING THROUGH!

THAT WAS THE GENERAL IDEA--

--WASN'T IT??

WHUMP WHUMP

LET HIM GO!

HE CAN'T GET OFF THE BASE WITH THOSE SHACKLES ON HIS LEGS--

--AND HE'S TOO SIMPLE-MINDEDLY NOBLE TO LEAVE THE HULK!

THAT MAJOR TREMENS HAS GOT ME FIGURED OUT LEFT, RIGHT AND CENTER!

LET'S JUST HOPE I'VE GOT MY TWO ALLIES DOPED OUT AS WELL!

OR IT'S GONNA BE A SHOOT-OUT AT TRANQUILITY BASE--

--WITH A SPIDER IN THE MIDDLE!

QUESTION IS--WHICH ONE?

WHAM

UH--HI, HAIRY! READ ANY GOOD BOOKS LATELY?

THERE GOES MY SPIDER-SENSE! I MUST BE CLOSE TO ONE OF THE PAIR OF LOVELIES I'M LOOKING FOR!

AND HOW IS HE GONNA FEEL ABOUT ME FINDING HIM??

BUG-MAN!!

WELL, AT LEAST YOU REMEMBER ME! THAT'S A START, I SUPPOSE!

PROBLEM IS: DO YOU REMEMBER THAT WE'RE ON THE SAME SIDE?

MAN GIVES THE SCREAM TO WOODGOD! MAN GIVES PAIN TO WOODGOD'S FRIENDS!

BUT I WILL FREE BUG-MAN -- AND WE WILL BRING THE SCREAM TO MAN!

WAY TO GO, JUNIOR!

YEP. THAT IS GOING TO BE A PROBLEM!

WHRACK!

IF YOU WEREN'T SO BIG I THINK I'D ADOPT YOU BUT YOU'D PROBABLY EAT ME OUT OF HOUSE AND WEB!

WOODGOD SMELLS MAN... AND THE SCREAM!

YOU'RE RIGHT ABOUT THE *FIRST*, WOODY! TREMENS IS PROBABLY *HOT* ON OUR *TRAIL!*

BUT WHAT'S WITH THIS *SCREAM* STUFF?

SCREAM IS WHAT KILLED WOODGOD'S MOTHER AND *FATHER!** SCREAM IS THE BRINGER OF *PAIN!* SCREAM DRIVES MEN *MAD*--MAKES THEM *KILL!*

ALL MEN--EVEN *WOODGOD!*

*MARVEL *PREMIERE* #31 --ARCHIE.

I THINK I GET THE GENERAL *IDEA*, HOOVES--

--AND MY SPIDER-SENSE TELLS ME WE'VE JUST FOUND--

GREEN-MAN! WOODGOD *SMELLS* HIM-- BEHIND METAL *DOOR!*

SKROW!

WHEW! THAT'S SOME *TECHNIQUE* YOU'VE DEVELOPED, HORNS! THEY PROBABLY DIDN'T FIGURE THE CELL HOLDING THE *HULK* HAD TO BE AS *STRONG* AS THE ONE HOLDING *YOU*--

--'CAUSE THEY'VE GOT *JADE-JAWS* SUBDUED BY *GAS!!*

GREEN-MAN CALLED WOODGOD... *FRIEND!*

YEAH, HE SAID THE SAME ABOUT *ME!*

SO--DO I *RELEASE* YOU, HULK? DO I RELEASE THE *DEADLIEST MORTAL ON EARTH??*

AW, WHOM I *KIDDING?*

STRINKLE!

OF *COURSE* I DO!

GRRRR!

SKRA-

GAS KEPT HULK FROM BREAKING CHAINS! NOW GAS IS GONE--

-ACKK!

--AND HULK IS FREE!!

BUG-EYES IS HULK'S FRIEND! HULK KNOWS THAT, HULK WILL HELP BUG-EYES AND GOAT-FACE!

JUST TELL HULK WHAT TO DO!

WELL, SINCE THERE'S NOT ENOUGH TIME TO EXPOSE THIS COVER-UP IN THE WASHINGTON POST--

--I SUGGEST WE STOP MAJOR TREMENS ON OUR OWN, AND THEN--

THERE WILL BE NO "THEN," SPIDER-MAN!

I LET YOU HAVE YOUR MOMENT OF HOPE, WEB-SPINNER, WHILE I READIED THE ATOMIC CANNON!

I DON'T WANT TO USE IT-- BUT, OF COURSE, I'LL HAVE TO--

--UNLESS YOU'LL ALL BE COOPERATIVE ENOUGH TO TAKE A FEW STEPS BACKWARDS.

THREE EXPERIMENTAL TEST ANIMALS CAN BE SHOT OFF INTO SPACE AS EASILY AS THE ONE I WAS ORIGINALLY GOING TO SEND UP!

THE FLOOR'S DROPPING AWAY-- THE WALLS RETRACTING! WE WERE IN THE ROCKET SILO ALL ALONG!

HULK DOESN'T CARE ABOUT ROCKETS OR CANNONS!

HULK IS HULK!

HULK IS THE STRONGEST ONE THERE IS!!

ZAP!

TH-THERE MUST BE SOMETHING WRONG WITH THE CANNON! IT-- IT DIDN'T STOP HIM!

RECHARGE AND FIRE AGAIN!

NO!!

BUH-

O-O-O-O-OH, M-M-MY G-G-GOD--!

WHOOSH!

MAYBE HULK CLAPPED TOO HARD!

NOW FLOOR IS COLLAPSING UNDER HULK!!

HULK FALLS INTO WHAT BUG-EYES CALLS... *SI-LO!*

BUT HULK WILL NOT FALL *FAR!*

SKK-REEEEEEEEE

NOT WHEN HULK'S *FINGERS* CAN *STOP* HULK!

MAN ATTACKS WOODGOD AND HIS FRIENDS WITH *SCREAM!*

MAN CALLS *THIS* SCREAM... *CANNON!*

MAN WILL NOT USE CANNON AGAIN!!

STOP, YOU *ANIMAL!* YOU'LL SET OFF AN--

--*EXPLOSION!!*

WOOD-GOD!!

HE WAS SO *CLOSE!* CAN'T TELL FROM HERE IF HE'S *ALIVE*-- OR *DEAD!!*

AND THE *BLAST* IS THROWING ME BACK INTO THE *ROCKET!*

WHACK!

UNHHH!!

YOU STINKING ANIMAL! PACE MADE YOU BETTER THAN HE EVER COULD HAVE KNOWN!

EMERGENCY FIRE CONTROL

BUT THAT WON'T STOP ME FROM FINDING SOME WAY TO KILL YOU!!

BUT THAT CAN WAIT UNTIL AFTER I FINISH OFF THE WALL-CRAWLER!

BUG-MAN?

YEAH--BUG-MAN!

CLICK!

HE'S GOIN' ON A LITTLE TRIP, FREAK! A ONE-WAY TRIP--TO HELL!!

SHHH

STLANG!

HUH? ROCKET MAKES FUNNY NOISE!

FSSH..

NOW ROCKET STARTS TO MOVE! FAST!

ROCKET LEAVES--WITH BUG-EYES STILL INSIDE!!

DON'T BE... AFRAID, BUG-EYES!

HULK--WILL--GET--ROCKET--DOWN!!

UNFORTU-NATELY, GREEN-SKIN--

--YOU WON'T!

ROCKET COMES APART! PART WITH BUG-MAN GETS AWAY FROM HULK!

AND NOW HULK FALLS!

FALL CANNOT HURT HULK--

--BUT BUG-EYES IS GONE!

HULK CANNOT EVEN SEE ROCKET ANYMORE!

GOODBYE, BUG-EYES! GOODBYE--

--FRIEND!

AND, BACK AT TRANQUILITY BASE...

SPIDER-MAN'S DONE FOR! AND NOW I'M GONNA KILL YOU THE WAY THE NERVE-GAS WIPED OUT YOUR FATHER!

FATHER?

YES! WOODGOD REMEMBERS!

MAN KILLED WOODGOD'S FATHER! MAN AND SCREAM!! BUT MAN WILL NOT KILL WOODGOD!!

WOODGOD WILL GO! HE WILL HIDE WHERE SCREAM WILL NEVER FIND HIM!

BUT HE WILL COME BACK, MAN, WHEN HE IS READY--

--AND THEN ALL WILL KNOW THE SCREAM OF WOOD-GOD!

ALL SAVE THOSE BEYOND HEARING...

INSIDE THE HURTLING CAPSULE, AN UN-CONSCIOUS SPIDER-MAN'S OXYGEN SUPPLY DWINDLES...

OXYGEN

DANGER

NEXT ISSUE: IN THE BATTLE OF THE CENTURY AS SPIDEY MEETS WARLOCK

SPIDER, SPIDER, ON THE MOON!

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FEATURING

SPIDER-MAN

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WARLOCK

SPIDER, SPIDER, ON THE MOON!

Stan Lee PRESENTS: SPIDEY™ AND WARLOCK™ ...TOGETHER!

BILL MANTLO WRITER | JOHN BYRNE ARTIST | DAVE HUNT INKER | SUSAN FOX LETTERER | G. ROUSSOS COLORIST | ARCHIE GOODWIN EDITOR

SPIDER, SPIDER ON THE MOON!

THE DEAFENING ROAR OF THE MIGHTY ROCKET'S ENGINES **LESSENS** AS THE AIR RAPIDLY **LEAKS OUT** OF THE UNSEALED CABIN. THE NUMBING COLD OF THE **UPPER ATMOSPHERE** WASHES OVER A HALF-CONSCIOUS SPIDER-MAN--THE ONLY PASSENGER IN THIS ONE-WAY RIDE TO **DEATH!**

M-MARY JANE! W-WHAT...ARE...**YOU**... DOING... HERE 2 HOWCUM... G-GRAVITY ISN'T... KILLING... YOU--

--T-THE... WAY... IT'S... KILLING... **ME!!?**

OXYGEN OD

DANGER

MEANWHILE, ON THE NEW MEXICAN DESERT...

ROCKET CARRYING BUG-MAN IS GONE. HULK COULD NOT CATCH IT!*

*SEE LAST ISH--ARCHIE.

BAH! HULK HAS HAD ENOUGH OF PUNY HUMANS!

HULK WILL GO TO MOUNTAINS AND TRY TO FORGET! THERE HULK WILL REST!

BUT FOR WOODGOD, FORGETTING WON'T BE THAT EASY.

BUG-EYES IS GONE-- CLAIMED BY SCREAM!

SCREAM TAKES ALL WHO ARE GOOD TO WOODGOD--

--HIS MOTHER, HIS FATHER... HIS FRIENDS!

BUT WOODGOD KNOWS NOW WHAT HE MUST DO! I WILL HUNT SCREAM IN THE PLACES OF MAN, AND WHEN I HAVE FOUND IT--

--I WILL DESTROY SCREAM AND MAN ALONG WITH IT!!

AND BACK ON THE FRINGES OF SPACE...

G-FORCE SMASHING ME D-DOWN TO F-FLOOR! AIR G-GETTING TH-THIN!

I-I'M IN MAJOR TREMEN'S* ROCKET! THE HULK AND WOODY GOT AWAY--

*THE SLIGHTLY DERANGED MILITARY COMMANDER WHO TRIED TO DESTROY SPIDER-MAN, HULK AND WOODGOD LAST ISSUE--- ARCH.

--BUT I'M GOING TO DIE!

SILENCE, THEN.

THE SCREAMING SHELL REACHES ESCAPE VELOCITY...

THE OXYGEN-LEVEL IS FALLING TOWARD... ZERO.

AND A COMET APPEARS OUTSIDE THE PORT.

A COMET THAT COMES CLOSER.

CLOSER.

UNTIL...

BY THANOS! A SPACECRAFT LAUNCHED FROM TERRA--AND I DETECT THE PULSE OF LIFE WITHIN IT--!

--A PULSE THAT IS RAPIDLY FADING!!

FOR ALL OF YOU OUT THERE WHO MIGHT NOT (PERISH THE THOUGHT) KNOW WHO OUR NEW ARRIVAL IS...THE GENTLEMAN'S NAME IS...

WARLOCK!

WHEN I *LAST* APPROACHED THE STAR-SUN **SOL**, I FOUND MY SOJOURN IN DISTANT SECTORS OF *SPACE* HAD CAUSED THE ATOMS OF MY BODY TO DRIFT FARTHER APART--

--SO THAT I *DWARFED* IN SIZE THE SOLAR SYSTEM OF MY BIRTH!*

BUT IT SEEMS THAT *WARPING* THROUGH SPACE HAS GRADUALLY *REVERSED* THE PROCESS! I HAVE GROWN *SMALLER!*

*WAR-LOCK #15. ARCH.

NO *TIME* TO PUZZLE ABOUT IT NOW. IF I AM TO *SAVE* THE BEING WITHIN THIS CRAFT I MUST *ACT*--AT *ONCE*

I SENSE *OXYGEN* APLENTY IN AN ISOLATED PLACE WITHIN EASY *DISTANCE!*

ALL THAT REMAINS IS TO *REACH IT*--

--*BEFORE THE EARTH-DWELLER HAS NO FURTHER NEED FOR IT!*

AND MERE MICROSECONDS LATER...

BYHALA! AGAIN I HAVE *CHANGED SIZE*, RESUMING MY *ORIGINAL* PROPORTIONS!

BUT I MUSTN'T BE *DIVERTED.* I HAVE *TAXED* MYSELF GREATLY IN TELEPORTING THE CRAFT TO THIS *ASTEROID.*

IT WILL TAKE CAREFUL CONCENTRATION TO *REASSEMBLE* ITS *MOLECULAR STRUCTURE*--

--AND SET IT DOWN--

WHRUMP!

--GENTLY...?

WHAT? THAT CRASH WAS NOT *MY* DOING!

IT WAS ALMOST AS IF MY *SOUL GEM* OBEYED AN *OUTSIDE* COMMAND TO *FAIL* ME!

BUT THE *CRAFT* WAS SPARED!

SKREEEEEEE

A *HATCH* BEGINS TO OPEN SLOWLY ALMOST *PAINFULLY!*

ITS *MECHANISMS* MUST HAVE BEEN *FUSED* BY THE HEAT OF *LAUNCHING!*

BUT I WOULD *SEE* WHAT MANNER OF BEING I HAVE *RESCUED* FROM AIRLESS *SPACE!*

RRIIIPPP

THE METAL DOOR *SHRIEKS* FROM ITS CASING IN THE HANDS OF THE GLEAMING, GOLDEN *STAR-TRAVELLER*--

BUT WHEN HE LOOKS INSIDE--

NOTHING! THE CRAFT IS EMPTY!

YET I SENSE LIFE HERE! THERE MUST BE--

UNLESS, PERHAPS-- I AM GOING MAD!!

YOU AND ME BOTH, GOLDY!

WHO--?

MY GREMLINS TOOK A POWDER AS SOON AS I GOT A LITTLE AIR BACK IN MY LUNGS. THANKS!

THE NAME'S SPIDER-MAN, FRIEND. Y'SEE I WAS MINDING MY OWN BUSINESS WHEN I, UH, SORT OF GOT SHOT INTO ORBIT.

I WOULD HAVE BEEN ONE WAY-OUT WALLCRAWLER IF YOU HADN'T COME ALONG AND ZAPPED ME BACK--

--HOME?

HOLY COW! I'M ON THE MOON!!

INDEED WE ARE, YET I AM AT A LOSS TO EXPLAIN THE ATMOSPHERE IN THIS SMALL AREA.

YEAH, WELL IT SEEMS TO ME I HEARD THE F.F. MENTION A... "BLUE AREA" OR SOME SUCH ON THE MOON, WHERE THERE'S AIR!

THEY SAY THE WATCHER LIVES THERE--I MEAN HERE... I GUESS.

LISTEN, GOLDY, YOU SEEM PRETTY HANDY WITH THE STAR-TREK BIT! HOW'S ABOUT A LIFT BACK TO EARTH?

I DON'T HAVE ANY CHANGE IN MY TIGHTS, BUT I'LL GLADLY PAY YOU TUESDAY--

BUT WARLOCK ISN'T LISTENING.

THE GEM AT HIS BROW HAS BEGUN TO PULSE AS IF MOCKING HIM WITH THE APPROACH OF A DANGER THAT WILL FREE IT--

--BY SEVERING THE SYMBIOTIC TIE THAT BINDS THEM TOGETHER IN THE ONLY WAY POSSIBLE-- WITH ADAM WARLOCK'S DEATH!!

I HAVE COME FOR THE EMERALD GEM THAT THROBS AT YOUR BROW, GOLDEN ONE.

MEN CALL ME--THE STRANGER!

THOUGH I ALREADY HAVE ACQUIRED ONE SUCH GEM, I COVET THEM ALL!

NOW I KNOW WHY YOU SHRIEKED IN DELIGHT, ACCURSED GEM!

UH, SKIP THE LIFT! I THINK I'LL CALL A CAB!

YOU ARE KNOWN IN THE FAR CORNERS OF THE GALAXY, STRANGER, AS A POWER TO BE FEARED!

BUT I FEAR YOU NOT!

THEN YOU ARE A FOOL! ALL THE BETTER, FOR THE GEM YOU BEAR IS ONE OF THE SIX--

--AND ITS POWER MUST BELONG TO ME!

NEEEVVERRRR

WOW! ONE ZAP AND GOLDEN BOY'S OUT!

I DON'T KNOW WHAT A FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN DO AGAINST POWER LIKE THE STRANGER'S--

THWAP!

--BUT HERE'S WHERE I FIND OUT!

A HUMAN DARING TO INTERFERE IN A BATTLE COSMIC??!

EACH OF MY ENCOUNTERS WITH THESE EARTHLINGS HAS FILLED ME WITH RAGE AT THEIR OVERBLOWN SENSE OF SELF-IMPORTANCE!

THEN YOU NEVER MET ME, CHUM..

-- 'CAUSE I'M MR. INSECURITY HIMSELF!

SILENCE, FLEA! I AM NOT AMUSED AND TIME GROWS SHORT!

YOU MEAN WE'RE KEEPING YOU FROM SOMETHING IMPORTANT?

WELL, WHY DON'T YOU RUN ALONG AND WE'LL GET TOGETHER WHEN IT'S MORE CONVENIENT--

--SAY IN 500 YEARS OR SO? HUH? PLEASE?

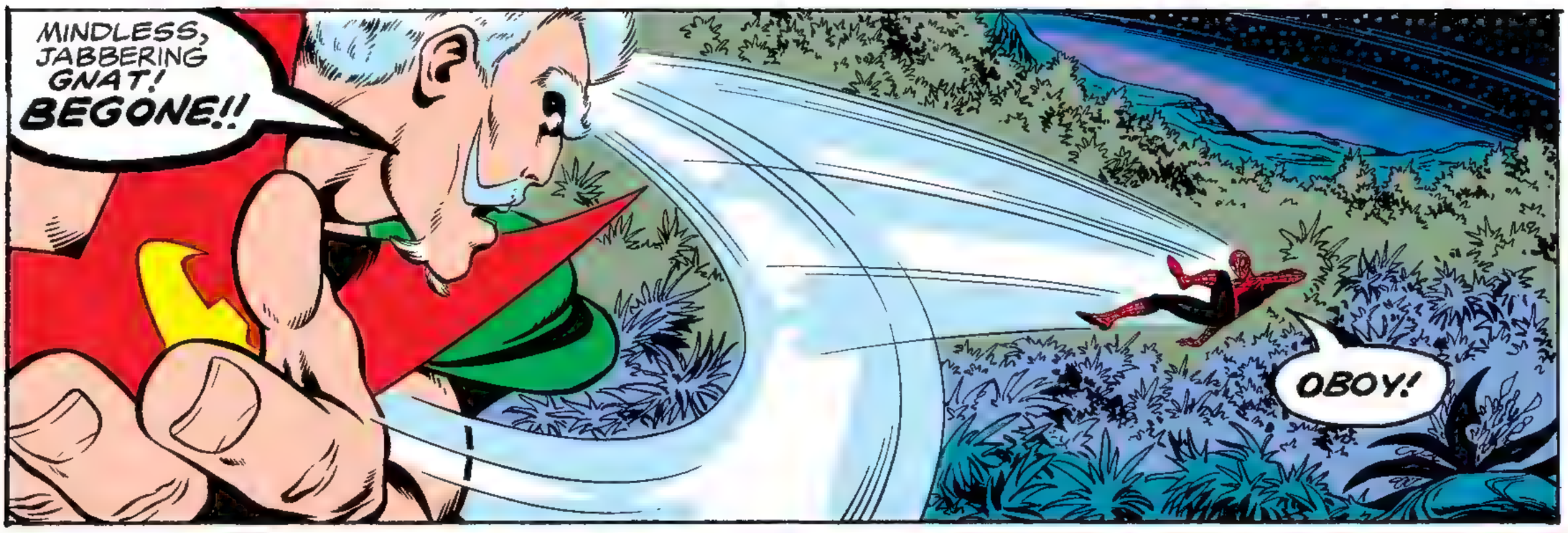
WHAT MADNESS POSSESSES YOU, HUMAN?

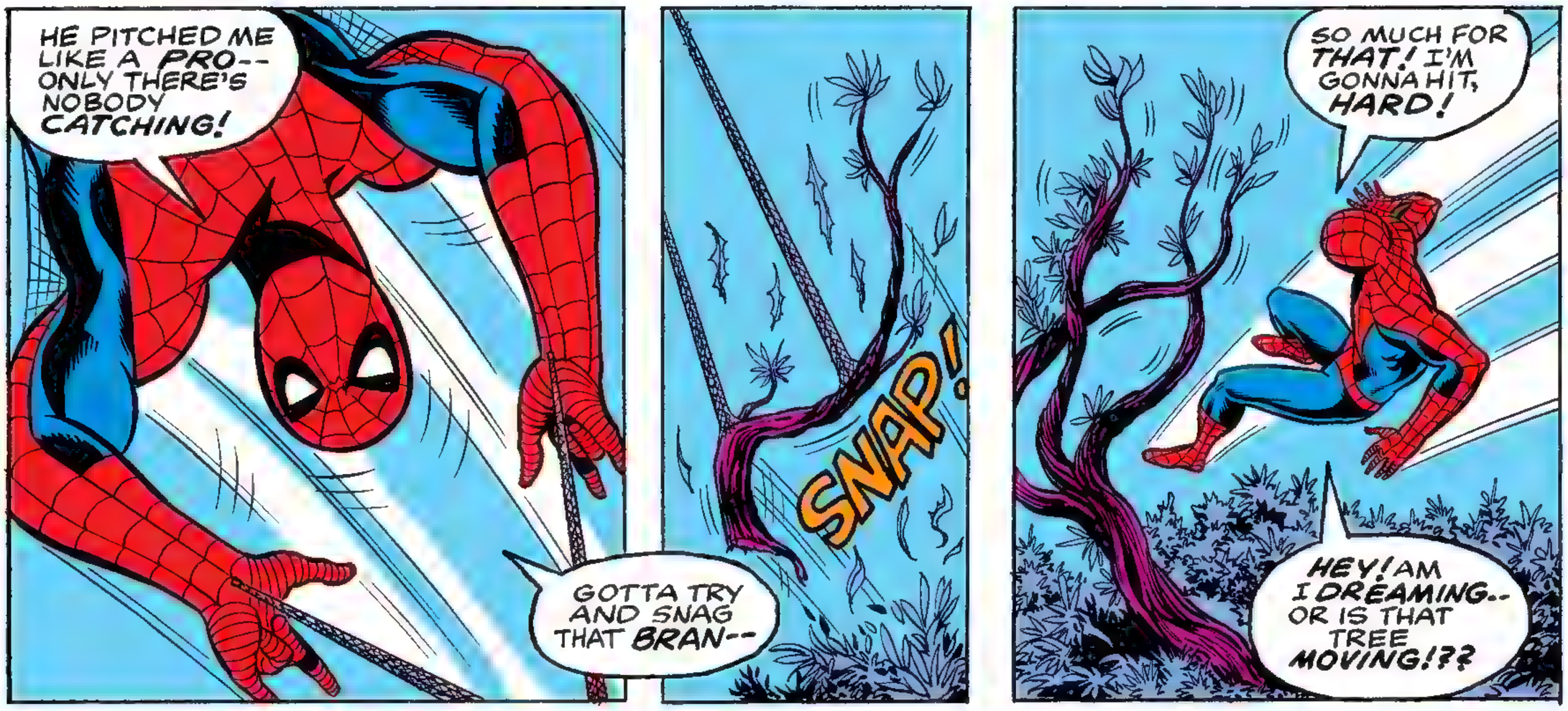
JUST THE SAME OLD MADNESS, HIGHPOCKETS!

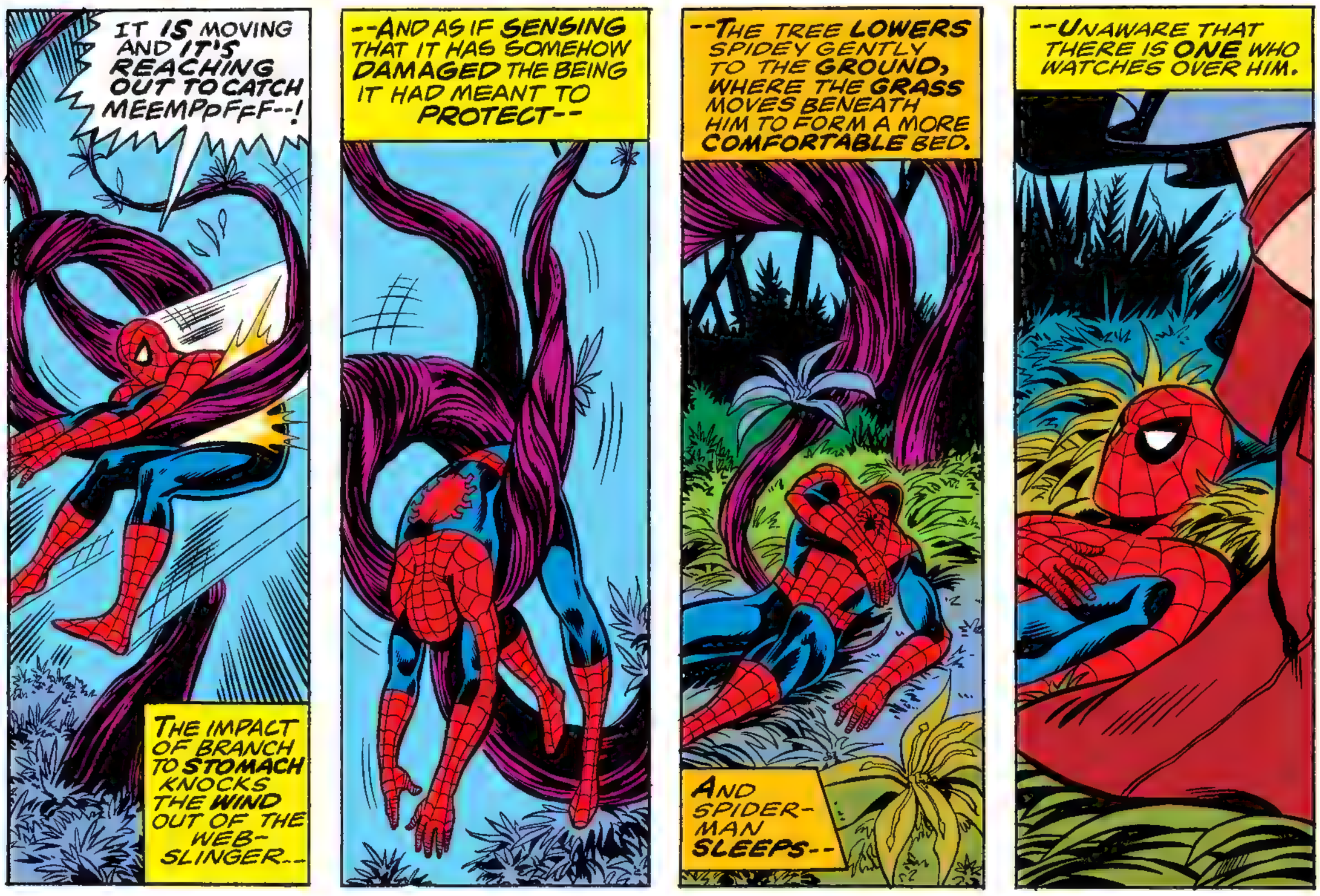
HEY! NO FAIR!

YOU GREW SOME!!

DON'T SQUEEZE, IT WAS ONLY A PUN!


MINDLESS, JABBERING GNAT! BEGONE!!
OBOY!


HE PITCHED ME LIKE A PRO-- ONLY THERE'S NOBODY CATCHING!
GOTTA TRY AND SNAG THAT BRAN--
SNAP!
SO MUCH FOR THAT! I'M GONNA HIT, HARD!
HEY! AM I DREAMING-- OR IS THAT TREE MOVING!??


IT IS MOVING AND IT'S REACHING OUT TO CATCH MEEMPpFFF--!
THE IMPACT OF BRANCH TO STOMACH KNOCKS THE WIND OUT OF THE WEB-SLINGER--
--AND AS IF SENSING THAT IT HAS SOMEHOW DAMAGED THE BEING IT HAD MEANT TO PROTECT--
--THE TREE LOWERS SPIDEY GENTLY TO THE GROUND, WHERE THE GRASS MOVES BENEATH HIM TO FORM A MORE COMFORTABLE BED.
AND SPIDER-MAN SLEEPS--
--UNAWARE THAT THERE IS ONE WHO WATCHES OVER HIM.

MEANWHILE...

I HAVE NO TIME TO *WASTE!* THERE IS A MATTER ON EARTH WHICH REQUIRES MY *ATTENTION!*

SURRENDER YOUR SOUL GEM-- OR *DIE!*

MY *LIFE-FORCE* IS *BOUND* TO MY GEM! TO SURRENDER IT *IS* TO DIE-- AND SO I SHALL SELL IT *DEARLY!*

THIS MISSION OF YOURS ON EARTH-- PERHAPS IT IS THE *BEGINNING* OF THE INTERGALACTIC *CONQUEST* YOU PLAN WITH THE POWER OF OUR TWO GEMS?

I AM THE *STRANGER.* I NEED EXPLAIN *NOTHING* TO YOU. I ANSWER TO *NO ONE.*

WHAT.. ? YOU LEVITATE A SECTION OF THE MOON BENEATH US..?

FOOL! I COMMAND *COSMIC-FORCES,* FAR BEYOND *YOUR POWER* EVEN COUPLED WITH THE *GEM--*

--AND THEY WILL DESTROY YOU!!

THE MOON-CHUNK SHOOTS HEAVENWARD, BEARING BOTH THE STRANGER AND WARLOCK...

...AND EXPLODES IN THE SILENCE OF SPACE IN A WHITE GLARE OF *NOVA INTENSITY.*

AND AFTER THE GLARE, ONLY **ONE** FIGURE, GOLDEN SKIN GLEAMING, BEGINS THE LONG FALL **BACK.**

WARLOCK'S BODY GAINS **SPEED,** STRIKING THE CANOPY OF **AIR** OVER ONE AREA OF THE MOON WITH **TREMENDOUS** FORCE--

--**AND BURNING** WITH THE HEAT OF **RE-ENTRY**--

--UNTIL...

WHOOM!

IT IS **DONE!** HE COULD NOT HAVE **KNOWN** THAT I WOULD **DEMOLECULARIZE** AND EXPLODE THE MOON-CHUNK **AROUND HIM**--

--WHILE I REASSEMBLED **SAFELY** BELOW. NOW TO REMOVE HIS **SOUL GEM** AND CONTINUE MY **MISSION!**

A **PITY** IT MEANS ENDING HIS **LIFE,** AS WELL!

CUT TO...

AH, SO YOU ARE **AWAKE** AT LAST. GOOD, **GOOD!**

HUH? WHERE **AM** I? AND WHO IN BLAZES ARE **YOU??**

I? I AM THE **GARDENER.** AND YOU ARE ON YOUR EARTH'S **MOON,** OF COURSE--

--IN THE **BLUE AREA,** TO BE MORE PRECISE. I MADE USE OF ITS **OXYGEN** TO SOW MY **GARDEN**-- WITH **SPECTACULAR** RESULTS, AS I'M SURE YOU'VE SEEN.

ALL WAS **BARREN** UNTIL **I** ARRIVED.

"**I PLANTED** AND **TENDED** MY GARDEN, MADE IT A PLACE OF **LIFE...** OF **PEACE**--

--**AND THEN HE** CAME!"

STAY **BACK,** LITTLE ONE! IT IS THE **STRANGER!**

BUT WITH ALL **SPACE** TO WANDER, WHAT CAN HE BE SEEKING **HERE?**

I CAN ANSWER *THAT!* HE'S AFTER A LITTLE GREEN *STONE* STUCK RIGHT IN THE MIDDLE OF MY BUDDY'S *FOREHEAD!*

THAT ISN'T MY *CONCERN,* MY FRIEND. ALL I CARE FOR IS MY *GARDEN...*

...AND *PEACE.*

THAT'S JUST *GREAT,* POPS, EXCEPT THE STRANGER'S LIABLE TO TEAR *BOTH* TO TINY *PIECES* TO GET WHAT HE--

POPS?

GONE! MAYBE LANDING IN THAT *TREE* TOOK MORE OUT OF ME THAN I *THOUGHT!*

SURE, *THAT'S* IT! THIS IS ALL A *DREAM,* OR, BETTER YET, I'M REALLY *DEAD,* STILL IN TREMEN'S *ROCKET!*

THAT WOULD EXPLAIN WHY TREES *MOVE,* WHY AIR EXISTS ON THE *MOON...*

IT WOULD EXPLAIN EVERYTHING EXCEPT *THAT,* AND THERE'S THE *CLINCHER!*

NOW, WARLOCK, THAT FIELD CREATED BY MY *STASIS ARCS* HOLDS YOU *INERT*-- YOUR SOUL GEM IS *MINE* FOR THE TAKING!

HOO BOY! GOLDY'S OUT FOR THE *COUNT!*

AND THAT MEANS THERE'S JUST LITTLE OLD *ME* BETWEEN THE *STRANGER* AND WHATEVER *NASTINESS* HE'S GOT COOKING FOR *EARTH!*

SO IF I'M GONNA GET *KILLED* IN A ONE-MAN "CUSTER'S LAST STAND"...

...I'D LIKE TO DO IT WITH A *FULL WEB-SHOOTER!*

CALL IT *VANITY*, BUT THIS IS *ONE* WEB-SLINGER THAT THAT'S GONNA GO OUT IN *STYLE!*

HEADS UP, WORLD-WRECKER--

--'CAUSE THE *AMAZING SPIDER-MAN* IS COMING THROUGH!!

THE *HUMAN* AGAIN!? BUT I THOUGHT YOU WERE *DEAD!*

JUST GOES TO *SHOW* YOU CAN'T KNOW *EVERYTHING*, WHITE-WHISKERS! AFTER ALL-- *HOLY SMOKES!*

HE'S *GROWING* UNDERNEATH MY WEBBING!!

MORTAL IDIOT! CAN YOU NOT *SEE* THE *FUTILITY* OF YOUR INTERFERENCE?

IXNAY, STRANGER! YOU'LL HAVE TO *PROVE* IT!

AND, WHILE THE BATTLE RAGES...

THE STRANGER WILL TAKE WARLOCK'S GEM--- AND HIS LIFE--- AND LEAVE, CONTENTED. THE GARDEN WILL KNOW PEACE AGAIN.

I NEED ONLY DO NOTHING.

FLEA! YOU PROLONG YOUR LIFE ONLY BY SECONDS WITH THIS INSANITY!

YEAH, BUT ISN'T IT FUN?

I HAVE MASKED THE POWER EMANATIONS WHICH DREW HIM HERE. I AM SAFE!

FOR, HE, CAME, NOT SEEKING WARLOCK'S GEM--

--BUT MINE!

NO. I CAN NOT WATCH ANOTHER DIE IN MY STEAD. EVEN IF IT MEANS THE END OF THE GARDEN-- I MUST ACT.

BY THE STARWAYS! WHAT NEW DELAY--?

THE VEGETATION OF THIS WORLD TWINES ITSELF ABOUT ME!

I HEAR A VOICE SPEAKING TELEPATHICALLY-- DENYING ME THAT WHICH I MUST HAVE!

IT IS A VOICE OF POWER-- AND THIS WORLD IS AT ITS COMMAND!

WITH EACH STRIKE THE STRANGER SENDS WAVES OF PAIN THROUGH MY CREATIONS--

--AND, HENCE, THROUGH ME AS WELL! FOR I AM OF THE GARDEN... I AM THE GARDEN--

"--BUT IF WE DIE, WE DIE DEFIANT!!"

THIS IS MADNESS! I AM ATTACKED BY A WORLD!!

BUT I CANNOT BE STOPPED! MY POWER WILL TRIUMPH!

THE GARDENER! IT MUST BE HIM!

HE'S OCCUPYING THE STRANGER SO THAT I CAN FREE WARLOCK!

BUT MAYBE I SHOULD CHECK OUT THIS STATIS-WHATCHAMACALLIT BEFORE I--

YEOWWW!

STZZZTT!

NEXT TIME I WEAR RUBBER GLOVES! IT'S A CINCH I'M NOT GONNA BE ABLE TO JUST REACH IN AND PULL GOLDEN BOY OUTTA THERE!

SO LET'S TRY A MORE ROUNDABOUT METHOD--

--AND SEE IF I CAN SMASH THE FURSHLUGGINER THING WITH THIS ROCK--

--AND A HEFTY SPOONFUL OF SPIDER-STRENGTH!

NO!

YES!

I AM FREE! IN SEEKING TO STOP SPIDER-MAN, THE STRANGER HIMSELF SEVERED THE BONDS WHICH HELD ME!

AND ADAM WARLOCK WILL BE REVENGED!

WARLOCK! TO STRIKE ALONE IS SUICIDE! WE MUST POOL OUR POWERS!

I SENSE THE TRUTH IN YOUR WORDS, OLD MAN--

--FOR I WOULD KNOW IF YOU WERE LYING BY THE EMPATHY BETWEEN THE GEMS GLISTENING ON OUR BROWS!

SO STRIKE, OLD ONE-- FOR WARLOCK STRIKES WITH YOU!

DRAW ON THE LIFE-FORCE OF THE GARDEN, MY FRIEND! ADD ITS POWER TO OURS!

THE VERY AIR ABOUT THE STRANGER BEGINS TO SHIMMER, TO GLOW WITH CORUSCATING WAVES OF FORCE. AND THEN...

AARRGH!

FOOLS! FOR THIS I WILL DESTROY YOU SLOWLY!

CANNOT... FIGHT NOW. MISSION ON EARTH... TOO URGENT...

... BUT SOON... YOU WILL PAY!

AND THEN THERE IS ONLY...

...SILENCE

THE STRANGER IS *DEFEATED*, OLD ONE! WE HAVE DRIVEN HIM *OFF!*

BUT WHAT ABOUT THE *GARDEN?* IT JUST SEEMED TO *SHRIVEL UP* AND--

DIE? YES, MY FRIEND. THE GARDEN WAS A CREATION OF THE *SOUL GEM* I BEAR--

A SOUL GEM NOW *CORRUPTED* BY THE *BATTLE* WAGED WITH ITS MIGHT. NEVER AGAIN CAN ITS POWER MAKE GREEN THINGS GROW. IT'S ONLY... A *WEAPON*...NOW.

THE *GARDENER* MUST GO ON TO *OTHER* PERHAPS *GREENER* WORLDS--

...AND START... *AGAIN!*

HE--HE'S *GONE! VANISHED!* JUST LIKE A--

A *DREAM*, SPIDER-MAN. A DREAM OF... *PEACE.*

COME, MY FRIEND. *MY* PATH LIES TO THE *FAR SIDE* OF YOUR SUN--TO A WORLD CALLED *COUNTER-EARTH.*

BUT I WILL *DETOUR* LONG ENOUGH TO TAKE YOU TO *YOUR* DESTINATION.

MUCH *OBLIGED*, GOLDY. JUST HITCH UP THE OLD *SPACE-DRIVER!*

NEXT STOP: *EARTH!*

*THEY ARE **GONE** THEN, AND THE BLUE AREA RETURNS TO **SILENCE**--*

*--WHILE, UNNOTICED, A GLEAMING SILVER **EGG** LIES UNDISTURBED BY THE PASSAGE OF **TIME**--*

*--WAITING FOR THE MOMENT IT WILL **OPEN** AND--?*

NEXT: *ENTER* **DAREDEVIL**... *AND TWO* ***SUPER-VILLAINS*** *BOUND TO MAKE YOUR BLOOD RUN* ***HOT*** *--* *AND* ***COLD!***
AS FOR THE STRANGER'S MYSTERIOUS MISSION--TUNE INTO THE PAGES OF ***THE CHAMPIONS #12!***

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MARVEL TEAM-UP

FEATURING

SPIDER-MAN™

AND

DAREDEVIL®

THAT'S IT, HEROES, SWING CLOSER-- INTO MY TRAP!

ELECTRO IS ONLY THE FIRST HALF OF--

..DOUBLE DANGER AT THE DAILY BUGLE!

JR + F.G.

Stan Lee PRESENTS: SPIDEY and DAREDEVIL -- TOGETHER!™

BILL MANTLO
WRITER

SAL BUSCEMA & DAVE HUNT
ARTISTS

JOE ROSEN
LETTERER
DAVE HUNT
COLORIST

ARCHIE GOODWIN
EDITOR

DOUBLE DANGER AT THE DAILY BUGLE!

MY ULTRA-SHARP ***TACTILE AWARENESS*** ALERTED ME TO A ***TEMPERATURE CHANGE*** COMING FROM THIS ALLEY-- ALL THE WAY UP ***HERE!***

AND NOW MY ***RADAR SENSE*** IS PINPOINTING THE ***CAUSE*** OF IT--! A GUY WITH A HEARTBEAT AND PULSE SO ***SLOW*** HE SHOULDN'T BE ***ALIVE!***

THAT WAS THE ***LAST*** SHIPMENT! THE DAILY BUGLE WILL NOT BE ***DELIVERED*** THIS NIGHT! WE HAVE ***SUCCEEDED***, AND SO OUR PLAN REMAINS ***INTACT!***

DAILY BUGLE

DAILY BUGLE

N THE WAY BUT

TINUES

WHOM

DON'T YOU KNOW IT'S BAD *GRAMMAR* TO REFER TO YOURSELF AS "*WE*," FELLA?

UNLESS YOU WERE REFERRING TO A *PLAYMATE* OF YOURS HIDDEN SOMEWHERE AROUND HERE?

WHY DON'T YOU JUST *LEVEL* WITH DAREDEVIL, FRIEND--

--OR DO YOU *LIKE* THE IDEA OF TAKING THE *RAP* FOR ATTEMPTED MURDER AND HIJACKING *ALONE*?

I DON'T BELIEVE IT! HIS BLOOD-PRESSURE AND BODY TEMPERATURE ARE *DROPPING* EVEN LOWER! HEARTBEAT'S ALMOST *STOPPED!* WHAT--?

INTERFERING COSTUMED *CRETIN!* YOU'LL GET NO ANSWER FROM *BLIZZARD*--

--SAVE *THIS!!*

--*ICE DARTS!* HE *FROZE* THE MOISTURE IN THE AIR AT HIS FINGERTIPS!

WHOEVER THIS "BLIZZARD" IS--

--HE'S JUST GOTTEN HIMSELF A RATING OF "GRADE-A *DANGEROUS!*"

I'D BETTER TAKE HIM OUT *FAST!* ALREADY SLOWING *DOWN* FROM THE *COLD* HE'S THROWING OFF!

YOU BANK OVERMUCH ON YOUR ACROBATICS, DAREDEVIL!

BLAST! SUPER-SLICK *ICE* FORMING UNDER ME!

I WASN'T READY FOR THAT! THRUST OF MY LEAP CARRYING ME FORWARD! CAN'T ***STOP!***

WHERE IS YOUR FAR-FAMED AGILITY ***NOW,*** FOOL?

IT'S ALL GOING TO KEEP ME ***UPRIGHT!***

WAIT! ***RADAR SENSES*** PICKING UP SOMETHING AHEAD OF ME!

SHAPE'S ***MUTED!*** IT'S... A ***FIRE HYDRANT!*** BUT WHAT--?

OF ***COURSE!*** THE OUTER METAL CASING HAS BEEN RENDERED ***BRITTLE*** BY BLIZZARD'S SUB-ZERO ***ICE SHELL!***

ALL I HAVE TO DO IS ***TOUCH*** IT AND IT'LL--

--***SHATTER!***

WATER BURSTS FORTH, ITS TEMPERATURE DROPPING TO ***ARCTIC*** LEVELS UPON CONTACT WITH THE OUTSIDE AIR--

--AND THE ***SHOCK*** OF SUDDEN IMMERSION IN SEMI-FROZEN LIQUID IS ENOUGH TO ***STUN*** DARE-DEVIL INTO UNCONSCIOUSNESS.

AND BY THE TIME HE RECOVERS, HIS BLUE-GARBED ANTAGONIST IS...

GONE! AND ALL I'VE GOT TO SHOW FOR IT IS A WET ***UNIFORM*** AND THE FIRST SYMPTOMS OF ***PNEUMONIA!***

AND NO IDEA ***WHY*** BLIZZARD WOULD GO THROUGH ALL ***THIS*** JUST TO KEEP A ***NEWS-PAPER*** OFF THE STANDS!

INCREDIBLY SENSITIVE FINGERTIPS ***"READ"*** THE HEADLINES OF TOMORROW'S BUGLE, AND--

NO MENTION OF ANY ***CRIME*** OR EXPOSE-- NOTHING BUT COMMISSIONER BLACK'S PLEA FOR AN ***END*** TO THE MAIL STRIKE!

DAILY BUGLE

HELP IS ON THE WAY BLACK SAYS, BUT MAIL STRIKE CONTINUES!

OR MAYBE I ***DO*** UNDER-STAND WHY BLIZZARD ***HAD*** TO STOP THIS DELIVERY!

I'D BETTER CALL THE POLICE TO HELP THE THAWING ***DRIVER,*** AND THEN ***MY*** NEXT STOP IS--

"--THE *DAILY BUGLE!*"

SOMETHING IS DEFINITELY *ROTTEN* AT THIS GREAT, METROPOLITAN *NEWSPAPER*, MR. PARKER!

DAILY BUGLE

NOT ONLY HAS JONAH BEEN *AVOIDING* ME LIKE THE PLAGUE-- BUT NOW HE'S EVEN HAD HIS SECRETARY *CALL* AND TELL ME NOT TO BOTHER COMING *IN* TODAY!

ANY *OTHER* TIME I MIGHT NOT GIVE IT A *THOUGHT*--

--BUT ON *PAYDAY*? HE'S GOTTA BE *KIDDING!* EVEN IF I *AM* HIS TOP PHOTOGRAPHER, I'M STILL A *FREELANCER*, AND KINDA INSECURE ABOUT THINGS LIKE THE *RENT!*

AND YOU JUST DON'T TELL A GUY IN *THAT* POSITION TO STAY *HOME!* SOMETHING'S UP, AND I INTEND TO-- *WAIT!*

LOSE SOMETHIN', KID?

WHAT *IS* THIS? A CONVENTION FOR EVERY CROOK WHO'S *MADE* IT TO THE "*MOST WANTED*" LIST ON THE POST OFFICE'S *WALLS*? MY *SPIDER-SENSE* IS GOING *CRAZY!*

GLORY GRANT! WHAT'S GOING *ON* HERE? WHERE'S *JONAH*?

KID'S ASKIN' YOU A *QUESTION*, LADY.

PETE, I--I TRIED TO *TELL* YOU NOT TO COME *IN!*

YEAH, LADY-- YOU *DID!* AND I WAS TOO CAUGHT UP IN MY OWN *PROBLEMS* TO NOTICE HOW *SCARED* YOU SOUNDED!

YOU'RE *UPSETTIN'* THE LADY, KID--AN' *ME*, TOO!

SO I... *SEE!*

WHY DON'TCHA *SIT DOWN*-- TAKE A *LOAD* OFF YOUR FEET?

WE AIN'T GONNA *BE* HERE MUCH LONGER!

YEAH... SURE.

I SAW HIS *SHOULDER-HOLSTER* WHEN HE OPENED HIS COAT!

CAN'T GET THEM *NERVOUS*-- BUT I'VE GOT TO REACH *ROBBIE!* FIND OUT WHAT THIS IS ALL--

CITY EDITOR'S *OUT TO LUNCH*, KID!

I'LL *WAIT!*

HE'LL BE OUT *ALL DAY!*

R. ROBERTSON
CITY EDITOR

YOU CAN'T GET *AWAY* WITH THIS! YOU-- *UHHH!*

MISTER, YOU *TALK* TOO MUCH!

R. ROBER
CITY EDITO

THOK

ROBBIE!!

YOU CRUDS! WHAT'S *HAPPENING* IN THERE?

JUST A LITTLE *REDECORATING!* NOTHING TO CONCERN *YOU!*

CRIPES, HE'S *STRONG* FOR A LITTLE GUY!

ALMOST GAVE MYSELF *AWAY!* CALM *DOWN*, PARKER!

THE *LAST* THING YOU WANT IS FOR THEM TO START *SHOOTING* IN AN OFFICE FULL OF *PEOPLE!*

WHAT'S *WITH* YOU, PUNK? YOU THINK YOU'RE *SPIDER-MAN* OR SOMETHIN'?

TOO BAD YOU *AIN'T!* I'D SURE LIKE T'BE THE ONE TO *BLAST* THAT WALL-CRAWLER!

IF THE BOSS PULLS THIS *JOB* OFF, YOU JUST MIGHT GET YOUR *CHANCE!*

HEY, TAKE IT *EASY!* THE KID'S *SORRY!*

HE AIN'T GONNA CAUSE NO MORE *TROUBLE!*

I JUST SAVED YOUR *LIFE*, KID, SO ACT *GRATEFUL* AND BEAT IT DOWN THE *HALL* TO THE MAIL ROOM! YOU'LL FIND THE OTHER *EMPLOYEES* WAITIN' FOR YOU THERE!

AND THERE'S NO OTHER *EXIT* BACK THAT WAY--

--NO WAY TO *ESCAPE*, SO THEY'RE LETTING ME WALK BACK *ALONE!*

BUT THIS CORRIDOR IS USUALLY PRETTY *DARK--*

--AND LEADS PAST THE *BACK* DOOR OF JJJ'S OFFICE!

J. J. JAMESON
PUBLISHER

I HEAR JONAH'S *VOICE* THROUGH THAT OPEN *TRANSOM*, AND SINCE NOBODY'S WATCHING--

--I'LL JUST MAKE USE OF THE *SHADOWS* TO LEAP UP AND *EAVESDROP--*

--SPIDER-STYLE!

J. J. JAMESON
PUBLISHER

CLINGING TO THE CEILING, PETER PARKER SEES...

HIM! THE MYSTERIOUS *"BOSS"* IS--

ELECTRO! NOW WHAT DO YOU WANT OF ME, YOU--YOU CROOK?

WHAT WE WANT, JAMESON, IS FOR YOU TO DO EXACTLY AS YOU'RE TOLD FOR THE NEXT FEW HOURS!

I TRUST YOU HAVEN'T FORGOTTEN BLIZZARD--THE MAN WHO NEARLY KILLED IRON MAN*!

I DON'T UNDERSTAND YOU, JAMESON. WE COME HERE TO PAY A VISIT AND ESTABLISH A NICE, FRIENDLY BUSINESS RELATIONSHIP WITH YOU--WE EVEN LET YOU PUBLISH YOUR MORNING EDITION AS A GESTURE OF GOOD WILL--

--AND RIGHT OFF THE BAT YOU TRY TO DOUBLECROSS US! WE DON'T WANT TO HAVE TO BUST UP YOUR NICE ESTABLISHMENT, BUT--

*I.M.#86-87

HEY, BOSS! THE BOYS GOT THE OTHER ONE OUTSIDE!

OTHER ONE? WHO--?

GOOD! BRING HIM IN! HE MIGHT AS WELL BE HERE FOR THIS!

IT'S...THE EDITOR OF THE DAILY GLOBE!*

HERE HE IS, BOSS!

THIS IS AN OUTRAGE! I DEMAND AN EXPLANATION!

*SPIDEY #27 AND DEADLY HANDS OF KUNG FU #22 --ARCH.

BUSHKIN! YOU SECOND-RATE GLORIFIED COPY BOY!

I CAN UNDERSTAND THEM WANTING A QUALITY PAPER--BUT A HACKED-OUT SCANDAL SHEET LIKE THE GLOBE--?

SCANDAL--? WHY, YOU WASHED-UP OLD FOSSIL! WHO BROKE THE WHITE TIGER STORY? WHOSE CIRCULATION HAS DOUBLED? WHO--?

PURE LUCK! SO YOUR NEW HOTSHOT PUBLISHER HAS MANAGED TO PUMP A LITTLE LIFE INTO YOUR HARDENED ARTERIES! SO WHAT?

SHUT UP! BOTH OF YOU!

THIS IS A STICK-UP NOT SATUR-DAY NIGHT LIVE!

LET'S GET ON WITH IT, ELECTRO! JAMESON DEFIED US--TRIED TO GET A PLEA FOR HELP OUT-- LET'S GIVE HIM A LESSON IN OBEDIENCE!

LOOK, I DON'T KNOW WHAT HE'S TALKING ABOUT. I--

YOU SEE THIS, JAMESON?

ISN'T THIS THE HEADLINE YOU HAD INSERTED IN THIS MORNING'S BUGLE AT THE LAST MINUTE?

DAILY BUGLE

HELP IS ON THE WAY BLACK SAYS, BUT MAIL STRIKE CONTINU

A HEADLINE THAT QUOTES A FICTITIOUS COMMISSIONER ON A MAIL STRIKE THAT DOESN'T EXIST!

LOTS OF READERS WOULD HAVE WONDERED ABOUT THAT--

A NEAT TRICK, JAMESON! YOU PROBABLY THOUGHT IT WOULD BRING AN ARMY OF POLICE HERE TO TRAP US--AND IT MIGHT HAVE, IF BLIZZARD HADN'T CAUGHT ON AND STOPPED THE DELIVERIES.

I OWED YOU THAT ONE, ELECTRO. IF NOT FOR YOU I'D STILL BE ROTTING IN JAIL...

I'VE REBUILT MY COLD-PACK OUT OF PARTS FROM THE PRISON MACHINE-SHOP-- BUT IT'S USELESS UNLESS I FIND AN ULTRA-POWERFUL ENERGY SOURCE!

DAILY BUGLE

HELP BLACK MAIL

--AND SOMEBODY WOULD HAVE FIGURED OUT THE REAL MESSAGE-- THESE THREE WORDS-- THE FIRST WORD OF EACH LINE!

"BUT IN AN ASTONISHING COINCIDENCE, AS I TRIED MY POWERLESS COSTUME ON..."

"...AN ELECTRIC BLAST FROM THE CELL NEXT TO MINE BREACHED THE WALL! ELECTRO HAD CHOSEN THAT MOMENT TO MAKE HIS ESCAPE...

BLLLT

"BUT THE POWER I ABSORBED WAS TOO MUCH! SOMEHOW MY COLD-CIRCUITRY WAS FUSED TO MY BODY AS IT WAS ENERGIZED--I BECAME A LIVING BLIZZARD!"

REALIZING WHAT HAD OCCURRED, WE DECIDED TO JOIN FORCES!

BUT WHY PICK ON ME? WHAT DO YOU WANT OF THE BUGLE?

MONEY, OF COURSE! WE'RE GOING TO STAY HERE A FEW MORE MINUTES TILL THE BANK TRUCK DELIVERS YOUR PAYROLL--TO US! AND FROM NOW ON, YOU'RE GOING TO PAY US A BUNDLE EVERY MONTH TO LEAVE YOU ALONE.

WE'VE PROVEN THAT WE CAN BREAK IN HERE ANYTIME AND TEAR THIS JOINT APART-- AND YOU WITH IT!

DON'T FEEL LONELY! ALL THE FINER, MORE PROFITABLE ESTABLISHMENTS WILL BE HEARING FROM US!

I DON'T EXPECT ANY TROUBLE FROM THE GLOBE! RIGHT, BUSHKIN?

WE'RE GONNA BLEED THIS CITY DRY!

AND FRANKLY, JAMESON, I'M GONNA ENJOY MAKING AN EXAMPLE OUT OF--

UHH!

ALLOW ME TO ANNOUNCE THE END OF "MAD SUPER-VILLAIN SCHEME #20,471"!

I FIGURED OUT THE CLUE AND ALERTED THE BOYS-IN-BLUE!

SKASH!

LIKE THEY SAY ON TV, ELECTRO, "THE JOINT IS SURROUNDED! COME OUT WITH YOUR HANDS UP!

I KNEW THIS WAS TOO GOOD TO BE TRUE!

STINKIN' SUPER-HEROES! THEY MUSCLE IN EVERY TIME WE TRY TO MAKE A DECENT LIVING!

FOOLS! WHAT IS ONE UNARMED MAN AGAINST YOUR WEAPONS--

--AND THE POWER OF BLIZZARD!?

ANY SLOWER AND YOU'D BE SWISS CHEESE, MATTHEW!

WHAP

BUT THEN AGAIN, IF YOU WERE ANY SLOWER YOU PROBABLY WOULDN'T BE DAREDEVIL, EITHER!

STOP! YOU'RE WRECKING MY OFFICE!

GOOD OLD JONAH! HE NEVER LOSES SIGHT OF HIS PRIORITIES!

UH-OH! HORNHEAD JUST BASHED A FEW OF ELECTRO'S GUNSELS MY WAY--

SMASH

--WHICH MEANS I'D BETTER SHUT THEIR EYES FOR THEM BEFORE THEY NOTICE ME CLINGING UP HERE!

THIS ISN'T MAKING COSTUME-CHANGING ANY EASIER!

WHY COULDN'T I HAVE BEEN ONE OF THOSE HEROES WHO JUST SAYS A MAGIC WORD AND COMES OUT FULLY-DRESSED?

BUT I GUESS THAT WOULD BE ASKING A LOT FROM A RADIO-ACTIVE SPIDER!

WOK

THERE! TIME TO JOIN THE *PARTY!*

SPIDER-*UGGHH!*

NOT SPIDER-*UGGH*, BOZO! SPIDER-*MAN!*

THWAP

WHILE BACK IN J. JONAH JAMESON'S ONCE-TIDY OFFICE...

WE'VE GOT TO GET *OUT* OF HERE, ELECTRO! THERE'S NO ROOM TO *ATTACK* WITHOUT FALLING ALL OVER OURSELVES!

BLAST YOU, DAREDEVIL! EVERYTHING'S *RUINED*--

--BUT THE *POLICE* CAN'T HOPE TO *STOP* US, AND IF *YOU* DARE TO *TRY*--

--IT WILL BE THE *DEATH* OF YOU!

GOOD OLD ELECTRO! HIS YEARS ON THE *BAD-GUY CIRCUIT* HAVEN'T MADE HIM ANY *SMARTER*--

--BUT THEY SURE HAVE MADE HIM *CORNIER!*

UNGHH! WHAT THE HEY--?

SOMEONE *DROPPING* IN FRONT OF ME!

THAT *HEART-BEAT!* I'D RECOGNIZE IT *ANY-WHERE!* IT'S--

--*SPIDER-MAN!!* WHAT IN BLAZES ARE *YOU* DOING HERE?

I MADE THE MISTAKE OF THINKING TODAY WAS *PAYDAY!*

WHAT??

FORGET IT, DD-- BAD *JOKE!*

I'LL LAUGH **LATER**, WEBHEAD! RIGHT NOW WE'VE GOT TO FIND TWO CORNERED **RATS** WHOSE POWERS CAN TEAR THE **POLICE** BELOW TO SHREDS!

THEY HEADED FOR THE **STREET**--AND YOU'RE **RIGHT**, DD! THE COPS DON'T STAND A **CHANCE** AGAINST THEM!

AND WHEN THE SOUND OF RACING FOOTFALLS HAS ECHOED AWAY DOWN THE CORRIDOR...

THEY--THEY'RE **GONE!** ALL OF THEM!

GOOD! LET THEM **FIGHT** IT OUT--**KILL** EACH OTHER! GOOD **RIDDANCE** IS ALL I'VE GOT TO SAY!

BUT... WHAT IF ELECTRO SHOULD... **WIN?**

AGAINST DAREDEVIL AND THE POLICE? GOOD **LORD**, BUSHKIN! I NEVER EVEN **CONSIDERED** IT!

WELL, YOU'D **BETTER!** IF THEY **DO** WIN, THERE'LL BE **NOTHING** TO STOP THEM FROM ATTACKING US **AGAIN!**

GAD, MAN! YOU MAY BE **RIGHT!**

THERE'S ONLY **ONE** THING TO DO, BUSHKIN! WE'VE GOT TO **UNITE** AND FIGHT TO SAFEGUARD MY--ER--**OUR** INTERESTS!

I WONDER IF HE'D SAY THE SAME THING IF THIS WAS HAPPENING TO THE **GLOBE**?

THE OLD **HYPOCRITE!**

*WHILE FAR **BELOW** IN THE CONCRETE AND STEEL BOWELS OF THE DAILY BUGLE BUILDING...*

ELECTRO, YOU **IDIOT!** THIS IS THE **BASEMENT**--NOT THE **STREET FLOOR!** THERE'S NO WAY **OUT** OF HERE!

YOU'VE TRAPPED US!

DAILY **PRESS** RO

BLAST IT! I WASN'T COUNTING THE **LEVELS** ON THE WAY **DOWN!**

AND JAMESON'S SUCH A **SKINFLINT** THAT HE HAD THE **STAIRWAY LIGHTS** TURNED OFF TO SAVE MONEY ON **ELECTRICITY!** I COULDN'T **SEE** WHERE I WAS **GOING!**

BUT MAYBE THIS IS TO OUR ***ADVANTAGE!*** DAREDEVIL'S EYES WON'T BE ***USED*** TO THE SUDDEN ***LIGHT*** WHEN HE RUSHES IN ***AFTER*** US--

--AND WE CAN USE THIS MACHINERY AS ***COVER*** FROM WHICH TO LAUNCH AN ***AMBUSH*** ON OUR UNPREPARED PURSUER!

I HOPE ***THIS*** WORKS OUT BETTER THAN YOUR ***OTHER*** PLANS!

QUIET, YOU FOOL! I HEAR SOMEONE--

--***COMING!***

YOU--YOU DON'T THINK HE MEANS ***US***, DO YOU?

I DON'T ***THINK*** SO! THEY'RE BOTH LOOKING THE ***OTHER*** WAY!

AND THEY GAVE NO SIGN OF HAVING HEARD THE ***FREIGHT ELEVATOR*** THAT BROUGHT US DOWN!

THEY MUST BOTH BE ***DEAF!***

THAT THING HADN'T BEEN ***OILED*** FOR THE PAST TWENTY ***YEARS!***

OIL IS A NEEDLESS ***EXPENSE!*** NOW BE QUIET! A FEW MORE ***INCHES*** AND WE'LL HAVE CAPTURED TWO HIGHLY ***DANGEROUS*** PUBLIC MENACES!

WE'LL BE THE ***HEROES*** OF TOMORROW'S ***HEADLINES!***

OR TOMORROW'S ***OBITUARIES!*** OH, MY ***HEARTBURN!***

AND AT THAT VERY MOMENT...

HOW CAN YOU ***MOVE*** SO WELL IN THE ***DARK***, HORNHEAD? I GOT MY ***SPIDER-SENSE***, BUT--

I EAT A LOT OF ***CARROTS***, WEB-SLINGER!

SPIDER-MAN! SO NOW ***TWO*** OF MY MOST HATED FOES STAND ***BEFORE*** ME!

THEY WERE THE ***FIRST*** TO DEFEAT ME! BECAUSE OF THEM MAX DILLON HAS SPENT ***YEARS*** IN PRISON! I'VE WAITED A LONG ***TIME*** FOR MY REVENGE, AND I WILL HAVE IT--

--***NOW BLIZZARD!*** BEFORE THEY CAN ***REACT***--

--***STRIKE!*** ***DESTROY THEM ONCE AND FOR ALL!!***

BUSHKIN, YOU IDIOT! OPEN YOUR ***EYES!*** YOU'RE HITTING ***ME!***

LOOK OUT!

LOOKS LIKE WE'VE *FOUND* OUR PERFIDIOUS PAIR, EH SPIDER-MAN?

I'D SAY YOU WERE *RIGHT*, FELLA--

--BUT WHY THEY CHOSE TO HIDE DOWN *HERE* INSTEAD OF *ESCAPING* IS BEYOND *ME!*

BUSHKIN, AS ONE *NEWSPAPERMAN* TO ANOTHER, MAY I SUGGEST WHAT MIGHT BE CALLED--AH-- A *STRATEGIC WITHDRAWAL?*

YOU LEAD THE *WAY*, JAMESON! IT'S SO *DARK* DOWN HERE I CAN'T SEE A *THING!*

YES, WELL-- HEH-HEH! I'LL HAVE TO *DO* SOMETHING ABOUT THOSE *LIGHTS!*

ENOUGH CROSS-CUTTING, ALREADY! LET'S GET BACK TO THE ***ACTION!***

I DON'T UNDERSTAND YOU, BLIZ! YOU COULD HAVE HAD A GOOD JOB AS A *REFRIGERATOR REPAIRMAN*-- AND YET YOU TURNED TO *CRIME!?*

WHAT'S *WRONG* WITH YOU? DON'T YOU *LIKE* HONEST WORK??

WHEE! ISN'T THIS *FUN*, SHOCKS? SINCE I'M NOT *GROUNDED* I CAN WHACK AT YOU ALL I WANT--

--AND I DON'T HAVE TO WORRY ABOUT *ELECTRO-CUTING* MYSELF!

GROUNDED OR *NOT*, WALL-CRAWLER-- ONE GOOD *BLAST* WILL STILL *FINISH* YOU!

ELECTRO--DID ANYONE EVER *TELL* YOU THAT YOUR BEHAVIOR IS MOST DEFINITELY *ANTI-SOCIAL*?

I MEAN--IT'S LIKE YOU STUCK YOUR FINGER IN A ***WALL-SOCKET*** AS A KID--

--AND DECIDED TO BLAME THE WHOLE ***WORLD*** FOR INVENTING ***ELECTRICITY!***

GO AHEAD AND ***LAUGH,*** INSECT!

SKRAA

LET'S SEE IF YOU STILL THINK IT'S ***FUNNY***--

--WHEN MY ***FIRST*** BOLT OF RAW, ELEMENTAL ***ELECTRIC FORCE*** SPEEDS UP THE MACHINERY OF THE PRESSES--

--AND MY ***SECOND*** SHEARS THROUGH YOUR ***WEB-LINE***--

--***DROPPING*** YOU TOWARDS THE INEXORABLY ROLLING ***PRESS-BED*** BELOW YOU!

HO BOY! LOOKS LIKE THE BUGLE'S GONNA HAVE A ***COLOR INSERT*** TOMORROW!

ME!

SPIDER-MAN! TOO FAR AWAY TO BE OF ANY ***DIRECT*** AID TO HIM!

BUT IF I CAN GAUGE MY ***NEXT LEAP*** JUST RIGHT--

--AND IF I'VE ***ANTICIPATED*** BLIZZARD'S NEXT MODE OF ATTACK ***CORRECTLY***--

FRIGHTENED FOOL! I HAVE YOU ON THE ***RUN!***

YOU KEEP ***THINKING*** THAT, BLIZ--

--WHILE THE ***ICE SHEET*** YOU TOSSED MY WAY KEEPS A ***FRIEND*** OF MINE FROM GUMMING UP THE ***WORKS!***

MUCH ***OBLIGED,*** HORNHEAD!

YOU'LL **PAY** FOR THAT, DAREDEVIL! YOU ONLY **SAVED** SPIDER-MAN'S LIFE AT THE EXPENSE OF YOUR **OWN!**

UNHH! CAUGHT ME OFF **GUARD!** BATTERING ME WITH **HAILSTONES** THE SIZE OF BRICKS!

CAN'T STAY ON MY **FEET!** IT'S ALL UP TO... **SPIDER-MAN**...NOW!

SO-- FOR THE SECOND TIME THIS DAY I'VE BROUGHT THE MIGHTY "**MAN WITHOUT FEAR**" TO HIS **KNEES!**

THIS IS GETTING **SERIOUS!**

I'D BETTER STOP WALTZING AROUND WITH **TWINKLE-TOES** HERE AND HELP DAREDEVIL BEFORE **BLIZZARD** PUTS HIM ON **ICE!**

THWIP!

THWIP!

THWAP

WANNA PLAY A **PARTY** GAME, ELECTRO? IT'S CALLED "BLIND MAN'S **BLUFF**"-- AND YOU'RE **IT!**

WEBBING OVER MY **EYES!** I'VE **BURNED** THROUGH THIS BEFORE!

TRUE--BUT I'VE MADE MY WEBBING A MITE MORE **RESISTANT** SINCE THEN!

CURSE YOU, WALL-CRAWLER! I DON'T HAVE TO **SEE** YOU TO **DESTROY** YOU!

HE'S NOT **KIDDING!** IT'S ALL I CAN DO TO AVOID THIS **ELECTRIC BARRAGE**-- AND WHILE I'M DOING **THAT**--

"-- WHAT'S HAPPENING TO **DAREDEVIL**?!"

NORMALLY I'D ALLOW YOU A FEW LAST **WORDS**, DAREDEVIL-- BUT ELECTRO NEEDS MY **HELP**, SO I MUST **DISPOSE** OF YOU QUICKLY!

I'M **SURE** YOU UNDER-STAND!

STILL TOO **GROGGY!** WEBHEAD, OLD BUDDY-- **HELP!**

YOO HOO! **ELECTRO!** YOU MISSED ME **AGAIN,** HOTSHOT!

KEEP **TALKING,** WISE-GUY! THE SOUND OF YOUR **VOICE** TELLS ME EXACTLY WHERE TO AIM MY **FORCE BOLTS!**

THAT'S WHAT I WAS **COUNTING** ON, SHOCK-SOCKS! 'CAUSE I PUT MYSELF RIGHT IN LINE WITH YOUR HOMICIDAL **PARTNER!**

AND YOU'VE JUST **PREVENTED** HIM FROM MAKING A **POPSICLE** OUT OF DAREDEVIL!

WHAT--? AN ELECTRIC BLAST HITTING MY **ICE BLAST??**

TURNING IT INTO **STEAM--** WHICH **FREEZES** OVER AS SOON AS IT TOUCHES MY SUB-ZERO **BODY!**

NEED A **LIFT,** FELLA?

NEVER **MORE,** FRIEND!

I--I CAN'T **STOP** THE PROCESS! I-- I'M--

"FREEZING!

AT **LAST!** I'VE MANAGED TO TEAR THIS BLASTED **WEBBING** OFF MY FACE AND-- **WHAT?!** BLIZZARD! **FROZEN?!** BUT WHERE ARE--?

LIL' OL' **US,** SWEETUMS?

WHY WE'RE RIGHT UP **HERE!** HOW NICE OF YOU TO **ASK!**

DON'T FORGET TO LET GO OF YOUR **WEB-LINE** BEFORE YOU **TOUCH** HIM, WALL-CRAWLER!

SPIDER-MAN! DAREDEVIL!

NAME DROPPER!

SOME PEOPLE WILL SAY ANYTHING TO GET ATTENTION!

NO!!

SPROING

KER-WHAM!

NO-O-O...

NO?

DON'T ASK ME! HE SAID IT!

WELL, WE CERTAINLY CAN'T ASK HIM-- AT LEAST NOT 'TIL HE WAKES UP!

LOOK, DD--DO ME A FAVOR AND HOLD THESE TWO FOR THE POLICE, HUH?

I'M GETTING OUT OF HERE BEFORE JOLLY JONAH BLAMES ME FOR THE MESS!

WILL DO, WEBHEAD! SEE YOU AROUND!

NEXT ISSUE: THE LONG AWAITED RETURN OF: THE BLACK WIDOW!

MARVEL TEAM-UP

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FEATURING

SPIDER-MAN®

AND THE

BLACK WIDOW™

WHEN SLAYS THE SILVER SAMURAI!

COCKRUM

Stan Lee PRESENTS: SPIDEY AND THE BLACK WIDOW -- TOGETHER!™

CHRIS CLAREMONT / AUTHOR | SAL BUSCEMA & DAVE HUNT / ARTISTS | D. WOHL / LETTERER | G. ROUSSOS / COLORIST | A. GOODWIN / EDITOR

when slays the SILVER SAMURAI!

'TIS THE MONTH AFTER CHRISTMAS -- AND THINGS ARE LOOKING UP IN THE WORLD. SOMEHOW, THE YULE-TIDE SPIRIT HAS CARRIED OVER INTO THE NEW YEAR. PEOPLE ARE SMILING "HULLO" IN THE STREETS AND, ALL OF A SUDDEN, NEW YORK HAS BECOME A BEAUTIFUL CITY ONCE MORE.

575

OF COURSE, FOR SOME, PEACE DOES HAVE ITS DRAW-BACKS...

HO-HUM ... AND ANOTHER SLOW, BORING PATROL BITES THE DUST.

YOU MIGHT AS WELL GO HOME AND CRACK THE TEXTBOOKS, PARKER. THE WAY THE CRIME RATE'S BEEN DROPPING LATELY, YOU'RE JUST WASTING YOUR TIME.

BITE YOUR TONGUE, WALL-CRAWLER, BECAUSE IN ABOUT FIVE SECONDS...

...YOU'RE GOING TO EAT THOSE WORDS.

LOOKS LIKE I SPOKE TOO SOON. THOSE GUYS COULD BE "HONEST" CITIZENS OUT FOR AN EVENING'S STROLL...

...BUT SOMEHOW, I DON'T THINK SO.

STOP! STOP THIEVES!

ERNIE, YOU STUPID-- YOU SAID THE OLD MAN WAS OUT COLD!

SKRAK!

JOE, I'M SORRY --I--!

TELL IT T' THE BOSS--

--WHILE I PUT THE JEWELER ON ICE--PERM-ANENTLY!

UH-UH, HOTSHOT! IF ANYONE'S GET-TING PUT ON ICE, IT'S YOU!

SAY, FOR A TEN-TO-TWENTY STRETCH IN ATTICA?

DON'T FRET, THOUGH, YOU'LL HAVE YOUR PALS, HERE, TO KEEP YOU COMPANY.

WOO!

AS FOR YOU, MY FRIEND, YOU'LL BE A LOT SAFER OUT OF THE LINE OF FIRE.

WHA--?! YOU'RE SPIDER-MAN!

REALLY? I HADN'T NOTICED!

VOILA. STAY HERE 'TIL THE FIGHT'S OVER-- IT SHOULDN'T TAKE LONG--THEN CALL THE THE POLICE.

I D-DON'T UNDERSTAND. YOU'RE... HELPING ME!

B-BUT THE DAILY BUGLE SAYS YOU'RE A...MEN-ACE!

THE WALL-CRAWLER'S COMIN' BACK! CUT LOOSE, YOU GUYS! WE BEEN HERE TOO LONG AWREADY!

BLAM!

KILL HIM!

BLAM!

THAT'S BEEN TRIED BEFORE, BUNKIES, BY BETTER MEN THAN YOU!

NOTICE HOW WELL THEY SUCCEEDED?

WOK

POW

THE FOURTH MAN! HE'S MAKING A RUN FOR IT!

NO, YOU DON'T, FELLA! THIS WAS A NICE PEACEFUL YEAR UNTIL YOU JOKERS CAME ALONG!

...AND BROTHER, YOU'RE GOING TO PAY FOR MESSING IT UP.

SPLUTCH

NOW MAKE WITH SOME ANSWERS, BEFORE I REALLY GET ROUGH! WHO SENT YOU?!

NO GOOD! I HIT THE MAN TOO HARD. HE'S UNCONSCIOUS.

I GUESS NEW YORK'S FINEST'LL HAVE TO PUZZLE THIS ONE OUT ON THEIR OWN.

WHAT THE-- MY SPIDER-SENSE!! TINGLING LIKE MAD!

THERE'S SOMEONE BEHIND ME!

INCREDIBLE, SPIDER-MAN. MY APPROACH WAS AS SILENT AS DEATH ITSELF, YET, STILL YOU HEARD ME.

BRAK

FOR ALL THE GOOD THAT DID YOU.

HITTING ME WITH A SHEATHED SWORD?! MORE THAN THAT--! SOME KIND OF ENERGY FIELD...

=UNNGNH!=

CRIPES! THAT BACKHAND SWIPE THREW ME OFF THE ROOF!

GOTTA GRAB FOR THAT WINDOW LEDGE!

BINGO!

ALL I NEED IS A MINUTE TO PULL MYSELF TOGETHER, AND THEN I'LL--

YOU DON'T HAVE THAT MINUTE, AMERICAN.

HUH?!

IN FACT, YOU HAVE NO TIME LEFT AT ALL!

WHAM

IMPACT-- FELT LIKE IT PULVERIZED EVERY BONE IN... MY BODY! HE HIT ME TOO FAST, TOO HARD!

I--I'M BLACKING OUT...

HECK... I DON'T EVEN KNOW... WHO... HE... ISSSSSSs...

SO THIS IS THE CELEBRATED SPIDER-MAN! HA! I'VE FACED DEADLIER OPPONENTS IN THE TRAINING ARENAS OF MY YOUTH!

BUT YOU FOUGHT WITH COURAGE, AMERICAN, I'LL GIVE YOU THAT. IT'S A PITY THAT COURAGE MEANS NOTHING AGAINST THE MARTIAL ARTS SKILL AND THE RAW POWER OF...

...THE SILVER SAMURAI!

WERE THESE MORE HONORABLE TIMES, WARRIOR, YOUR COURAGE WOULD HAVE EARNED YOU YOUR LIFE... BUT THOSE TIMES ARE LONG DEAD.

AND BECAUSE NONE MUST KNOW OF MY PRESENCE IN THIS CITY, YOU MUST DIE AS WELL!

ON THAT NOTE, WE CUT BACK IN TIME A FEW MINUTES, AND SHIFT OUR SCENE DOWNTOWN.

...TO A CERTAIN EAST-SIDE BARBER-SHOP.

AND A CERTAIN WOMAN, WHO PUSHES OPEN THE WEATHER-BEATEN DOOR AS IF SHE'S EXPECTED.

HELLO, ROSCOE! HOW HAS LIFE BEEN TREATING ...YOU?

ROSCOE? ANGELA?!

IS ANYBODY HERE?!

A QUICK THOROUGH SEARCH GIVES THE WOMAN HER ANSWER: THE SHOP IS DESERTED--

--HOT LATHER IN THE SHAVING BOWLS, ELECTRIC CLIPPERS RUNNING...

WHATEVER'S HAPPENED HERE MUST HAVE HAPPENED JUST MINUTES AGO. I'D BETTER GET BELOW AND SEE IF I CAN HELP!

GOOD THING NICK FURY GAVE ME THE ELEVATOR CHAIR'S MANUAL OVERRIDE CONTROL SEQUENCE...

...OTHERWISE, I'D BE STUCK UP ON GROUND LEVEL, NO USE TO ANYONE.

HISSSSSSSSS

ALL RIGHT, GENTLEMEN, WHAT'S--

--GOING ON HERE?

THE RECEPTION AREA'S AS EMPTY AS THE BARBER-SHOP!

WHICH MEANS THE BLACK WIDOW'S HELP IS NEEDED MORE THAN EVER!

BECAUSE THESE DISAPPEARANCES CAN ONLY BE THE RESULT OF--

--ENEMY ACTION!

IF SO, THEN IT WAS A STRANGE SORT OF ATTACK, ONE THAT OCCURED SO QUICKLY, SO COMPLETELY THAT NOBODY HAD TIME TO RESIST.'

IT'S EERIE--ALMOST FRIGHTENING--HOW VAST AND SILENT THE HEADQUARTERS IS WHEN YOU'RE ALONE. AND THE WIDOW IS ALONE, AS HER SEARCH OF THE COMPLEX SOON TELLS HER.

HERE, TOO, THERE'S HOT FOOD, HALF SMOKED CIGARETTES ON MESS TABLES AND COMPUTER CONSOLES...

...THOSE SAME CONSOLES REGISTERING "SITUATION NORMAL / CONDITION GREEN." IT'S AS IF EVERYONE DISAPPEARED SUDDENLY, ONLY AN INSTANT BEFORE THE WIDOW ARRIVED.

THE MARIE CÉLÈSTE MYSTERY, ALL OVER AGAIN--ONLY THIS TIME IT'S THE MIDDLE OF MANHATTAN INSTEAD OF THE MID-ATLANTIC...

I'VE GOT TO GET HOLD OF FURY.' ASSUMING HE WASN'T HERE WHEN IT HAPPENED.

I'D BETTER DO IT IN PERSON, TOO. THE COMMUNICATIONS SYSTEM MAY BE BUGGED.

IT WAS FURY'S CALL THAT BROUGHT ME BACK TO NEW YORK IN THE FIRST PLACE.

HE WOULDN'T GO INTO DETAILS, BUT NOW THAT I THINK OF IT...

...I'D SWEAR HE SOUNDED... SCARED.

WHO KNOWS, MAYBE THIS WILL TURN INTO NO MORE THAN AN ELABORATE APRIL FOOL JOKE DONE TWO MONTHS EARLY.

SURE IT WILL--AND NATASHA ALIANOVNA ROMANOFF WILL TURN INTO TSARINA OF ALL THE RUSSIAS.

WAIT! THAT FLASH--AN ENERGY FLARE! IT'S CLOSE BY! TOO CLOSE TO IGNORE!

IT MAY HAVE SOMETHING TO DO WITH THIS *SHIELD* NIGHT-MARE.

THE *CHAMPIONS'* *AIRCAR* WILL HAVE ME THERE IN JUST A FEW *SECONDS.*

BUT IN THOSE SECONDS, WIDOW, A SENTENCE OF DEATH CAN BE PRONOUNCED...

...THE EXECU-TIONER IN THE ACT OF CARRY-ING IT OUT!

THAT *MAN* WITH THE SWORD--HE'S THE *SILVER SAMURAI!*

ABOUT TO *MURDER SPIDER-MAN!*

HER REACTION IS IN-STINCTIVE-- AND AS DEADLY AS HER NAME-SAKE! SHE FIREWALLS THE THROTTLE...

...AND LETS THE AIRCAR DO THE REST.

WHAMM!

BLAST! THE SAMURAI'S ARMOR *ABSORBED* MOST OF THE IMPACT! HE'S JUST *STUNNED*--AND ONCE HE *RECOVERS*, HIS ENERGY SWORD CAN CUT THE CAR TO *PIECES.*

AS LONG AS I STAY *AIRBORNE*, I'M AT HIS *MERCY.*

SO THE *SOONER* I TAKE THIS FIGHT DOWN TO THE GROUND, THE *BETTER.* AND THIS BUILDING SITE LOOKS *MADE TO ORDER.*

WITH ANY LUCK, NO *IN-NOCENT BY-STANDER* SHOULD GET HURT.

FWUMP!

YOU! DAREDEVIL'S LOVER--THE WOMAN MANDRILL SNARED IN HIS HYPNOTIC SPELL AND MADE HIS SLAVE! *

THAT'S RIGHT, SAMURAI--ONLY I'M MY OWN WOMAN NOW, NOBODY'S LOVER, NOBODY'S SLAVE. CAN YOU SAY THE SAME?

OR ARE YOU STILL MANDRILL'S ERRAND BOY?

* AS SEEN IN D.D. #'S 108-112 --ARCHIE

SILENCE, WITCH! I SERVED MANDRILL IN PAYMENT OF AN ANCIENT DEBT!

AND NOW YOU'RE PAID UP? I DON'T BELIEVE IT, SAMURAI.

WHERE IS HE, MISTER? WHERE'S MANDRILL?

THUK!

EVEN IF I KNEW, I WOULD NOT TELL YOU.

NATASHA, YOU FOOL! YOU LET YOUR ANGER MAKE YOU CARELESS!

REMEMBER YOUR TRAINING, WOMAN! HE MAY HAVE THE EDGE IN SIZE AND RAW POWER BUT YOU HAVE YOUR SPEED, YOUR SKILL.

OW!

ZZAKT!

YOUR WIDOW'S BITE. NOT QUITE IN THE SAME LEAGUE AS AN ENERGY SWORD, I'LL ADMIT...

...BUT IT'LL HAVE TO DO.

WRONG, NATASHA. LOOKS LIKE THEY WON'T DO...

RESISTANCE IS FUTILE, WIDOW!

I DEFEATED DAREDEVIL, REMEMBER? KILLING YOU WILL BE NO TROUBLE AT ALL.

HEY, GUYS! IS THIS A *PRIVATE PARTY*, OR CAN *ANYONE* JOIN IN?!

BAM

SPIDER-MAN, *CURSE THE LUCK!* I THOUGHT HE'D BE UNCONSCIOUS *LONGER* THAN THIS.

I WOULD DEARLY LOVE TO *BATTLE* THEM--AND SLAY THEM *BOTH*. BUT I DARE NOT JEOPARDIZE MY MISSION-- I *HAVE* THE PRIZE I SOUGHT!

IF I CAN MAKE THEM *DIVIDE* THEIR ATTENTION, I CAN DEFEAT THEM *ONE AT A TIME!*

SHIZZAK!

ONE STROKE OF MY SWORD SHOULD GIVE ME THE *DIVERSION* I NEED TO *ACCOMPLISH* THAT.

SPIDER-MAN! HE'S *CUTTING* THROUGH THE BUILDING'S *MAIN UTILITY CORE!*

TELL ME ABOUT IT, WIDOW--

--AND THEN TELL ME HOW WE *STOP HIM!*

ONE STROKE, THAT'S ALL IT TAKES...

...SLICING THROUGH CONCRETE, STEEL, POWER CABLES, SUPPORT BEAMS, TEARING AT THE BASIC STRUCTURE OF THE BUILDING...

...THE SHOCK SETTING THE FIFTY-STORY TOWER VIBRATING LIKE A TUNING FORK. ON GROUND LEVEL, THAT ISN'T SO BAD...

...BUT ON THE UPPER FLOORS...

THE BUILDING, --*SHAKING!* OH, MY GOD!!

I'M GOING OVER THE EDGE!!

WALL-CRAWLER, THAT *MAN*--!

I *SEE* HIM, WIDOW-- AND I'LL *TAKE CARE* OF HIM!

YOU JUST KEEP THIS *BARGAIN BASEMENT BELUSHI* HANGIN' A-ROUND 'TIL I *GET BACK.*

IF ONLY *RESCUING* THE GUY WAS AS *EASY* AS I MADE IT *SOUND*. HE'LL BE NEAR *TERMINAL VELOCITY* WHEN HE REACHES ME.

I TRY TO *GRAB* HIM... AND HE'LL *TEAR* ME OFF THE *SIDE* OF THE BUILDING.

I'LL ONLY HAVE *ONE* CHANCE AT HIM!

FIRST THINGS *FIRST*, PAL. I NEED SOME-THING TO *ANCHOR* MYSELF. TO...

...NAMELY THIS *VERTICAL GIRDER!* MIND THE *BUSTED GLASS*, SPIDEY.

SKASSHK

AND *NOW* I GO FOR THE *JACK-POT.*

THE SPEED HE'S *FALLING*, IF I SNAG HIM *WRONG* HIS NECK'LL *SNAP* LIKE A *DRY TWIG.*

...LIKE *GWENDY'S* NECK SNAPPED.

CUT IT OUT, PARKER! YOU START THINKING LIKE *THAT* AND THE MAN'S DEAD *FOR SURE!*

NICE-AND-EASY, NOW-- NO JERKS, JUST A SMOOTH *PENDULUM* SWING, AND WHEN HE REACHES THE *TOP* OF THE *ARC*...

...A GENTLE *TUG'LL* DROP HIM RIGHT INTO MY *ARMS.*

TROUBLE IS, I CAN'T HOLD ONTO HIM AND THE BUILDING...

...WHICH IS MY CUE TO BREAK-AND-ENTER, SPIDEY-STYLE!

SKRASH

SPIDER-MAN, WAIT A MINUTE! WHERE D'YOU THINK YOU'RE GOING?!

DOWN, PAL --AS FAST AS I CAN.

'CAUSE THE BLACK WIDOW'S STILL DANCING A TANGO WITH THE CLOWN WHO TOOK A SLICE OUTTA YOUR BUILDING!

PLEASE, LISTEN TO ME! THAT'S JUST THE POINT.!

THOSE FOUR CORE PYLONS ARE ALL THAT HOLDS THE TOWER UP!

IF ONE OF THEM'S BEEN CUT THROUGH, THIS ENTIRE BUILDING COULD PITCH OVER!

THERE! FEEL THAT SHUDDER? THE COLLAPSE HAS ALREADY BEGUN!

OKAY, OKAY, I GET THE MESSAGE. HOLD ON TIGHT, WE'LL BE DOWN IN A MINUTE.

THOUGH WHAT WE'RE GONNA DO ONCE WE GET THERE IS ANYBODY'S GUESS!

SO FAR, SO GOOD! AT LEAST THE WIDOW'S HOLDING HER OWN.

FORGET ABOUT HER, MAN, THE BUILDING--!

SPIDER-MAN! AND ABOUT TIME, TOO! THAT SWORD'S BEEN COMING A BIT TOO CLOSE FOR COMFORT!

NO!

I DON'T BELIEVE IT!!

SPIDER-MAN'S RUNNING AWAY! LEAVING ME TO FIGHT THE SAMURAI ALONE!

YOU'RE ONLY PARTLY RIGHT, WIDOW...

THE DAMAGE IS *WORSE* THAN I *IMAGINED!* WE'VE GOT TO EVACUATE THE AREA! THERE'S NO WAY WE CAN PREVENT *TOTAL COLLAPSE!*

=UHH= MIND... IF I... TRY?

THAT *BEAM--!* IT WEIGHS *TONS!* BUT--

YEAH. I *KNOW!*

=UFF!=

THWOM

THERE! IT'S WEDGED IN UNDER THE *BASE FLOOR,* RIGHT UP AGAINST THE WEAKENED PYLON! *THAT* OUGHTTA BRACE IT! =*WHEW*=

I *KNEW* IT! *ONE* GIRDER CAN'T TAKE THAT INCREDIBLE STRAIN!

RRRK!

YOU... WANT *MORE?!*

UNNGH!

I GUESS THERE'S NO TIME TO CALL *IRON MAN--*

--BUT I DON'T THINK I CAN KEEP THIS *UP!* HOW MANY DO WE *NEED?*

I ESTIMATE-- *THIRTY!* THIRTY-FIVE TO BE SAFE! BUT *HURRY!* THE TOWER COULD FALL ANY *MINUTE!*

THWIP!

THIRTY--?!

MY BACK'S KILLING ME *ALREADY!* MY *ARMS--!* BUT I'VE *GOT* TO KEEP GOING! IF FIFTY-SOME STORIES OF *BUILDING* FALLS OVER HERE IN *MID-TOWN--!*

UH-OH! SPIDER-SENSE *TINGLING BEHIND* ME--

--THE *SAMURAI!*

WHAT THE HECK DO I *DO NOW?* IF I WASTE TIME WITH *HIM,* THERE COULD BE A *DISASTER!*

FOOL! YOUR WEBBING IS *USELESS* AGAINST THE POWER OF MY SWORD!

WIDOW!

I WAS WORRIED FOR A MINUTE HE HAD KILLED YOU!

JUST HAD TO CATCH MY BREATH! I'M BACK--!

SHOK!

--AND I REALIZE WHAT YOU'RE TRYING TO DO, SPIDER-MAN --GO DO IT!

I'LL HOLD THE SAMURAI OFF TILL YOU'RE DONE!

HURRY!

AND SO IT BEGINS, SPIDEY SWINGING THE HUGE "I"-BEAM GIRDERS OFF THEIR STORAGE PILE...

...THEN WEDGING THEM AGAINST THE CRIPPLED CORE PYLON...

UHNNHH!

...AND LASHING THEM TIGHT WITH HIS WEBBING. FIRST ONE GIRDER, THEN TWO...

THWIPP!

...TEN, THEN TWENTY. THEN THE NUMBERS BLUR, AND HIS SUPER-HUMAN EFFORT BECOMES A NEVER-ENDING NIGHTMARE...

WEBBING... RUNNING LOW! ALREADY USED... MOST OF MY SPARE CARTRIDGES!

STRAIN... INCREDIBLE! BUT... CAN'T GIVE UP NOW! I... WON'T!

MEANWHILE, ON THE FAR SIDE OF THE SITE...

YOU'RE TIRING, WOMAN! OUR BATTLE IS ALL BUT FINISHED!

BUT IT'S NOT FAR FROM THE TRUTH! HE'S GOT ME ON THE DE-FENSIVE, PUSHING ME HARD...

...AND SPIDER-MAN'S STILL WORKING ON THE BUILDING...

THOM

HER RANDOM THOUGHT DISTRACTS HER FOR ONLY A MOMENT--THE SILVER SAMURAI STRIKES...

HAI-YAHHH!

AARRGH!

SKZZAK

ENERGY BACKLASH FROM HIS SWORD... JANGLED MY NERVOUS SYSTEM... LIKE ELECTROCUTION.

AND NOW THE SAMURAI'S... BACKED ME INTO A... CORNER... GOT TO CLEAR MY HEAD! FEEL SO WOOZY!

SPIDER-MAN, YOU'VE DONE IT! THE BRACE IS SOLID! THE BUILD-ING'S SAFE!

H-HUH?

YOU MEAN I'M ...FINISHED??? FAR...OUT.

BUT NOW YOU'D BETTER SPLIT... FAST! THE SAMURAI'S STILL LOOSE.

ONE MORE STROKE WILL FINISH YOU, WOMAN!

PREPARE TO DIE!

NOT IF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN HAS ANYTHING TO--

--SAY ABOUT IT...

THP...

OUT OF FLUID! BUT ... I'VE GOT TO DO SOMETHING...

SO TIRED! ARMS... LIKE LEAD! EVERY MOVE HURTS!

AHHH-H!

THERE'S YOUR CHANCE WIDOW! GET OUT OF THERE!

UNNGHH!

BANG!

YOU'LL GO NOWHERE, WOMAN!

WIDOW!

KRAK

AND NOW, FOOL, ITS YOUR TURN.

THE SILVER SAMURAI IS MORE THAN A MATCH FOR ANY SUPER-HERO--ESPECIALLY ONE WHO'S DEAD ON HIS FEET FROM FATIGUE.

I'VE GOT NEWS FOR YOU, PAL--IF I'M DEAD...

...THEN I'M ONE HECKUVA LIVELY CORPSE--

C'MON, BIG FELLA! WHAT'S' A MATTER? CAN'T YOU HIT A MOVING TARGET?! I MEAN, I'M ONLY USING MY SPIDER-SPEED--!

--AND IT'S KILLING ME! BUT... IF I CAN GET IN ONE GOOD SHOT!

IS BELTING WOMEN FROM BEHIND THE BEST YOU CAN DO?!

BROW!

SPEAKING OF WOMEN...

WRAK

MY TURN, SPIDER-MAN! AN OPPORTUNITY TO PAY THE SAMURAI BACK FOR A DEBT THAT'S LONG-OVERDUE!

KIAI!

NICE SHOT, LADY. IF THIS CLOWN HAD ANY SENSE, HE'D BE OUT COLD BY NOW.

BUT SINCE HE'S STILL ON HIS FEET, AND I'M A GUY WHO HATES LOOSE ENDS...

...THE PLEASURE'S ALL MINE!

GUESS WHAT, WIDOW, I THINK WE WON!

BY A KNOCK-OUT. BUT WHAT WAS THIS ALL ABOUT? WHY WAS HE TRYING TO KILL YOU?!

HE AND SOME GOONS RIPPED OFF AN ANTIQUE STORE OVER ON MADISON--

--OUCH! OH, BOY, I MUST'A PULLED EVERY MUSCLE IN MY BODY TONIGHT!

AND THIS WAS WHAT IT WAS FOR? A LOUSY CLAY STATUETTE?!?

HEY, WIDOW, D'YA GET THE FEELING WE'VE ALL BEEN HAD?

I DON'T KNOW, MY FRIEND. I WONDER IF WE EVER WILL.

NEXT AND SO, WE'RE LEFT WITH MYSTERIES, THE WIDOW'S TO BE CLEARED UP IN FUTURE ISSUES OF THE CHAMPIONS. AS FOR SPIDEY'S... PERHAPS IT'LL BE SOLVED WHEN HE AND GHOST RIDER FACE--

"PANIC ON PIER ONE!"

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FEATURING

SPIDER-MAN®

AND

GHOST RIDER™

TOO LATE...! CAN'T REACH HIM! SPIDER-MAN'S AT THE MERCY OF THE TRAPSTER!

PANIC ON PIER ONE!

Stan Lee PRESENTS: SPIDEY AND THE GHOST RIDER--TOGETHER!™

CHRIS CLAREMONT AUTHOR • SAL BUSCEMA & P. MARCOS ARTISTS • IRV WATANABE, LETTERER JAN COHEN, COLORIST • A. GOODWIN EDITOR

PANIC on Pier One!

SPRING IN THE BIG APPLE--AND THE MOVIE-MAKERS ARE BACK IN TOWN! IN THIS CASE, IT'S THE CREW OF THE STUNT-MASTER TV SHOW, SHOOTING THEIR 2-HOUR SEASON PREMIERE EPISODE ON LOCATION IN MANHATTAN'S LOWER WEST SIDE.

IN FACT, SHOOTING ON A CERTAIN STREET IN CHELSEA WHERE RESIDES A CERTAIN WALL-CRAWLER'S BROWN-HAIRED ALTER-EGO...

MAIN CAMERA'S READY, MR. COLLIER!

MALDEN! YOU GUYS SLEEPIN' DOWN THERE? GET THOSE LIGHTS SET UP-- NOW!

PETER-- LOOK! IT'S LIKE WE WANDERED INTO HOLLYWOOD!

SO, ANYWAY, MORRIE, THERE WUZ THIS TIME ON "TAXI DRIVER" WHEN WE WUZ ALL SET T' ROLL AN'...

ISN'T THIS **FANTASTIC?**

IT'S **ALL RIGHT,** MARY JANE.

OH, DON'T BE SUCH AN OLD **POOP.** HEY, THERE'S **STUNT-MASTER** HIMSELF!

HOLD IT, KIDS. THE AREA'S **OFF-LIMITS!** YOU'LL HAVE TO STAY BEHIND THE **BARRICADES.**

WHAT ARE YOU **TALKING** ABOUT?! THIS IS **MY** STREET! I **LIVE** HERE! AND--

WE UNDER-STAND, OFFICER! WE'LL **WATCH!** **RIGHT,** PETEY?

MARY JANE-- OH, WHAT'S THE **USE.** I OUGHT TO **KNOW** WHEN I'VE BEEN **LICKED.**

MARY JANE IS **ENTRANCED** AS THE MAGIC OF MOVIE-MAKING **UNFOLDS** AROUND HER.

TO **HER,** IT'S MAGIC. TO STUNT-MAN **JOHNNY BLAZE** IT'S A **JOB.**

TV

TO **ASSISTANT DIRECTOR EMLYN RHYS,** IT'S **ART...**

--AND **REMEMBER,** DEAR BOY--FOR THESE FEW MOMENTS, **YOU** ARE STUNT-MASTER. DO TRY TO **ACT THE PART.**

SCRIPT

MR. RHYS, I'LL BE **HAPPY** JUST TO GET OUT OF THIS CRAZY STUNT **ALIVE.**

MEANWHILE, FAR ABOVE THE CROWDED, **BRIGHTLY LIT STREET--**

--ON THE SHADOWED **ROOF** OF PETER PARKER'S OWN **BUILDING...**

...A MAN-SHAPE LOOKS ON THE MOVIE CREW AS NOTHING MORE THAN THE **BACKDROP...**

...TO A MURDER.

SOUND'S ROLLING, MR. COLLIER! CAMERA'S AT SPEED!
ALL RIGHT, BLAZE! ACTION!
JOHNNY TWISTS THE THROTTLE...
...GUNNING THE MODIFIED 1200 CC HARLEY DOWN THE STREET. ACCORDING TO THE SCRIPT, STUNT-MASTER IS CHASING A CARLOAD OF DRUG SMUGGLERS THROUGH RUSH-HOUR TRAFFIC, GAINING, UNTIL...
THERE'S THE STUNT-LADY, RIGHT ON CUE. MY ONLY CHANCE TO MISS HER AT THIS SPEED IS TO CUT LEFT--TOWARDS THOSE PARKED CARS!
WITHOUT MISSING A BEAT, THE BIKE ROARS UP THE FASTBACK ROOF OF A PARKED PORSCHE. USING IT A SPRINGBOARD, JOHNNY JUMPS THE CYCLE FROM CAR TO CAR. IT'S ONE HAIRY STUNT, BUT IT'S WHAT JOHNNY BLAZE DOES BEST...
OH, LORD, NO!!
...FOR AS LONG AS HE LIVES.
SHAP!
THUT
MY WHEEL--! IT HIT SOMETHING ON THE CAR ROOF! BUT AT THIS SPEED--!!
HOLY HANNAH!
MY FRONT WHEEL'S GONE! THAT GLOP'S LIKE INSTANT CONCRETE! GOTTA THROW MY WEIGHT FORWARD...
...GET THE BIKE TO COMPLETE THE FLIP IT ALREADY STARTED AND LAND ON THE BACK WHEEL!
DID IT! NOW...FULL THROTTLE!
OH, NO! I MEANT TO KEEP THE CYCLE IN A WHEELIE, BUT IT BOUNCED INTO THE AIR AGAIN! I'M HEADIN' RIGHT FOR THE CAMERA CREW!

THINK FAST, BLAZE! OF COURSE! STUNT-MASTER'S CYCLE-JETS! THE BACKLASH IS GONNA BE VICIOUS--

--BUT I GOT NO OTHER CHOICE!

VWOOSH!

MARY JANE, GET DOWN!

PETEY, I--

UNNGNH!

MARY JANE!

I MADE IT! I THINK I HURT SOME PEOPLE ON THE WAY... BUT I MIGHT HAVE KILLED THEM ALL!

NOW I CAN WORRY ABOUT SAVING ME!

...AND THAT MAY TAKE MORE THAN MORTAL STRENGTH AND SKILL! MUST BECOME--

--THE GHOST RIDER!

WHAT NOW? I'M STILL WHEELIN' TOWARDS THAT TRAFFIC AT BETTER'N EIGHTY!

IF I DON'T DO SOMETHING, I'LL TOTAL AGAINST THOSE CARS-- BUT IF I CHOP MY SPEED, THE CYCLE'LL FALL AN' SPLATTER ME ON THE STREET.

SOME CHOICE!

DON'T DESPAIR, HOTSHOT. SOMEONE ELSE HAS SPOTTED YOUR PREDICAMENT AND IS DOING SOMETHING ABOUT IT...

HATED TO LEAVE MJ, BUT THE FILM COMPANY MEDIC IS LOOKING AFTER HER...

...AND BLAZE LOOKS LIKE HE NEEDS MY HELP!

I'LL ONLY HAVE TIME FOR ONE SHOT--AND THAT'S GONNA BE CUTTING THINGS CLOSE!

I MAKE A WRONG MOVE NOW AN' THERE WON'T BE ENOUGH LEFT OF BLAZE TO BURY!

GOOD THING I LEFT MY **WEB-SHOOTERS** ON UNDER MY SHIRT-SLEEVES! I'D NEVER HAVE BEEN ABLE TO UNHOOK 'EM FROM MY **BELT** AND SLIP 'EM ON IN **TIME**--

--TO DO **THIS!**

THWIP!

WHA--? UHHH!

SOMETHING **SNAGGED** ME **AND** THE BIKE! I'M **SAFE!**

SAFE, HELLSPAWN, BECAUSE **PETER PARKER,** STANDING IN THE **ROOF-TOP SHADOWS, HELD ON** FOR **DEAR LIFE** AS HIS MUSCLES ABSORBED THE SHOCK OF **STOPPING** A MAN AND A MACHINE GOING **EIGHTY MILES PER HOUR!**

AND, AFTER A QUICK **COSTUME CHANGE...**

WEBBING...?

SPIDER-MAN!

DON'T APPLAUD, GR--JUST SAY, **THANK YOU!**

LONG TIME, **NO SEE,** COWBOY.*

*M.T.V. #15. TO BE EXACT--A.G.

AND THINGS **HAVEN'T** CHANGED--YOU'RE IN TOWN **LESS** THAN A DAY AND **ALREADY** SOMEONE'S AFTER YOUR...**SKULL!**

MY **SPIDER-SENSE--!** TINGLING LIKE **MAD!**

SPLUT!

WALL-CRAWLER!

HE'S BEEN **GRABBED!** BUT BY **WHAT?!** AND **WHO!?!**

HEY!!

YOUR ANSWERS ARE UP HERE, YA FLAMED-FACED FREAK!

THE TRAPSTER IS BACK!!

I HAD YOU DEAD, GHOST RIDER, UNTIL THIS WEB-SLINGER STEPPED IN WHERE HE WASN'T WANTED!

STICK AROUND, HERO--'CAUSE FIRST I'M FINISHIN' SPIDER-MAN OFF! AN' THEN, I'M COMIN' FER YOU!!

SHEESH! AND I WAS HOPING FOR A QUIET EVENING AT HOME WITH MARY JANE!

THE TRAPSTER'S GETTING AWAY! ISN'T ANYONE GOING TO STOP HIM?! OR EVEN TRY?!?

ONE WILL, MISS! THE ONLY ONE WITH THE POWER AND SKILL TO DO THE JOB!

IN ALL THIS CONFUSION NOBODY HAS PAID ME ANY NOTICE YET!

MAYBE I CAN SLIP AWAY BEFORE I CAUSE A PANIC!

IT'S MY FAULT SPIDEY'S IN DANGER, MY LIFE HE SAVED! THAT'S TWICE, NOW, HE'S PUT ME IN HIS DEBT--

--AND THIS COWBOY ALWAYS PAYS WHAT HE OWES.

TRAPSTER'S PASTE AMBUSH ZAPPED MY REAL BIKE, SO IF I'M GONNA FOLLOW THE MAN I'LL NEED--

--MY FLAME CYCLE!

IN SECONDS THE SUPERNATURAL CYCLIST IS OFF-AND-RUNNING, ON A MYSTIC CYCLE FORMED BY THE POWER OF HIS WILL.

THERE'S TRAPSTER, SILHOUETTED AGAINST THE FULL MOON--HE'S HEADING FOR THE RIVER!

I'VE HEARD OF "FLYING THE FRIENDLY SKIES" BEFORE, BUT THIS IS RIDICULOUS! MIND TELLING ME WHAT THIS IS ALL ABOUT, TRAPPY?

CONSIDER IT A... DYING REQUEST?

LAUGH AWAY, HERO! IT'S GONNA BE A LONG FALL TO THE HARBOR.

BUT WHY NOT? TELLIN' YOU WON'T MAKE ANY DIFFERENCE!

"THE POLICE DIDN'T TAKE ANY CHANCES WHEN THEY PICKED US UP FROM THE BAXTER BUILDING*! THEY PUT SANDMAN IN A HERMETICALLY-SEALED HOLDING CELL...

*AFTER THE FRIGHTFUL FOUR'S DEFEAT IN FF #178--ARCHIE.

"...AND THEY KEPT WIZARD AN' ME UNDER HEAVY GUARD WHILE WE CHANGED INTO PRISON UNIFORMS.

"I FIGURED WE'D HAD IT THIS TIME. I SHOULD'A KNOWN BETTER.

HOLD IT, WIZARD! WHAT'S WRONG?

MY TOOTH-- CRACKED OPEN WHEN THE THING STRUCK ME! I...CAN'T STAND THE...PAIN!!

"THE WIZ WAS A **LOUSY** ACTOR--BUT THEN, HE WASN'T TRYIN' FER AN **OSCAR.**

WATCH OUT! HE'S--

TOO LATE, FOOL!

MY "TOOTH" WAS **FALSE,** MAKING A HIGH-INTENSITY **MAGNESIUM FLARE!**

FOOF!

MY EYES! I CAN'T SEE!

GATHER YOUR **WEAPONS,** TRAPSTER! THEIR BLINDNESS IS ONLY **TEMPORARY** AND TIME IS OF THE **ESSENCE!**

I'LL FREE THE SANDMAN.

BOOM!

WAY TO GO, WIZARD!

DID YOU THINK THE **WINGLESS WIZARD** WAS GOING TO LET HIMSELF BE **CAGED** LIKE SOME **COMMON CRIMINAL?**

LISTEN! THE **ALARM!** WIZARD--THIS PLACE'LL BE **SWARMIN'** WITH COPS ANY MINUTE!-

WE'LL BE **LONG GONE** BY THEN, MY FRIENDS--

--COURTESY OF MY **FINGER BLASTERS!** TRAPSTER, WHAT ARE YOU **GAPING** AT?! **COME ON,** MAN!

NO! YOU GO ON **WITHOUT** ME! I'LL JOIN UP WITH YOU **LATER--**

--AFTER I'VE **SETTLED** A PERSONAL, **PRIVATE** SCORE.

3RD. PRE

THAT PAPER SAID **GHOST RIDER'S** IN TOWN! THIS IS MY CHANCE TO PAY HIM BACK FOR **SPOOKIN'** ME IN L.A.*

*IN GHOST RIDER #15--AG.

I HAD IT ALL *PLANNED*, BUSTER, RIGHT DOWN TO USIN' ONE O' THE WIZARD'S *ANTI-GRAV PLATFORMS* FOR MY *GETAWAY*.

AN' THEN YOU *BUTTED IN!*

THAT SOUNDS *OMINOUS*--SO IF I'M GOING TO MAKE MY *PLAY*...

...*NOW'S* THE TIME TO *DO* IT.

THWAP!

HARD TO GET A *DECENT* WEB-SHOT WITH MY ARMS *PINNED* THIS WAY...

HOLY--! THE PLAT-FORM'S BUCKIN'!

...BUT *BEGGARS* CAN'T BE *CHOOSERS!*

AH! I *HOPED* THAT GLOP WOULD *BREAK* IF I PUT IT UNDER *STRESS*--

SHAKT!

--BY YANKING ON MY WEB AND *TWISTING* IT!

NOW, ALL IT TAKES IS A QUICK *FLIP*, AND...

HI, THERE, BUNKIE! MIND IF I HITCH A *RIDE?!*

YOU BROKE MY *PASTE-LINE!* BUT THAT'S *IMPOSSIBLE!*

SO ARE GUYS WHO *CRAWL* UP WALLS, DIDN'T YOU *KNOW* THAT?

NOT TO MENTION HUMAN TORCHES, ASGARDIAN *GODS*, WEREWOLVES-- MAN, THE *WHOLE WORLD* IS IMPOSSIBLE!

THAT'S WHY *LIVING* IN IT IS SO MUCH *FUN!*

BLAST! THIS PASTE *STRAIGHTJACKET* THREW MY KICK *OFF!* TRAPPY'S STILL *CONSCIOUS*.

YOU AIN'T GONNA THINK LIFE'S SO *FUNNY*, PAL--

--ONCE I'VE *SMOTHERED* YOU IN *PASTE!*

HOW'RE YOU GONNA *DO* THAT, FELLA?

PAK!

YOU'VE GOT NO *GUN*.

YOU SHOULD'VE *QUIT* WHILE YOU WERE *AHEAD*, TRAPPY, AN' *RUN OFF* WITH YOUR BUDDIES--

--BECAUSE AS A *SOLO* ACT, YOU'RE AS MUCH A *LOSER* NOW...

...AS WHEN YOU WERE *PASTE-POT PETE!*

SPIDEY-SENSE GOING *CRAZY!* HE'S REACHING FOR HIS *BELT!* NO TIME TO *STOP HI--*

MY--*EYES!!*

FOOMF!

HEY, *BIG SHOT!* IF YOU'RE SUCH A TOP-O'-THE WORLD *WINNER* AN' ALL, HOW COME YOU DIDN'T SPOT THE *MAGNESIUM FLARE* BUILT INTO MY *COSTUME, HUH?!*

BROW!

AN' IF *I'M* SUCH A *LOSER*, HOW COME THE *TRAPSTER'S* ABOUT TA GO DOWN IN *HISTORY--*

--AS THE MAN WHO MURDERED SPIDER-MAN!?

BUT, FAR BELOW...

SPIDER-MAN-- **FALLING!** HE'S **STILL** SNARED IN THE TRAPSTER'S PASTE! HE CAN'T **SAVE HIMSELF!**

IT'S UP TO **ME!**

I SAW THE **TORCH** PULL A TRICK LIKE THIS ONCE! I'LL RUN MY BIKE IN A **TIGHT CIRCLE** UNDER SPIDEY, WHILE LETTING MY **HELLFIRE** BURN AT **FULL INTENSITY.**

WITH ANY **LUCK,** THE **HOT AIR VORTEX** I'M CREATING SHOULD SLOW SPIDEY DOWN.

THAT IT **DOES,** BUT THE SUDDEN, **VIOLENT** UPDRAFT ALSO TURNS THIS STRETCH OF **ELEVENTH AVENUE** INTO AN **OPEN-AIR FURNACE.**

YEEOW! WE GOTTA GET **INSIDE!**

HURRY, JOEY! BEFORE WE'RE **ROASTED ALIVE!**

SPEAKING OF PEOPLE IN DANGER OF "ROASTING ALIVE"...

I **KNOW** WHAT **GR'S** TRYING TO DO, BUT IT'S TURNING INTO A CASE OF THE CURE BEING **WORSE** THAN THE DISEASE!

HE'S **SLOW-ING** MY FALL, BUT HIS HEAT'S **COOKING** ME...GET-TING HARD TO **BREATHE!**

CAN'T TAKE MUCH...**MORE** OF THIS!

BUT, WHEN SPIDEY'S STILL **THREE STORIES** UP, GHOST RIDER **CUTS** HIS HELLFIRE FLAME.

GRAVITY DOES THE REST.

GOT YOU!

WH-U-UFF!

THANKS. I **THINK!** ANYONE FOR A CHORUS OF "I WISH I WAS AN **OSCAR MEYER WEINER"??**

THWUMP!

JOKE *LATER!* THE TRAPSTERS COMING AROUND FOR A *SECOND SHOT!*

WHICH IS HIS *BIG MISTAKE!*

BECAUSE HIS WEAPONS MEAN *NOTHING* AGAINST THE POWER OF-- *HELLFIRE!*

THE BIKER'S DOIN' IT TO ME *AGAIN**--! BLASTIN' MY *FLOATER* WITH THAT CRAZY *FLAME* O' HIS!

SHZAP!

**AS HE DID IN GR #13 --ARCHIE.*

THE *ANTI-GRAV* UNIT'S SMOKIN'! IT'LL BE *BURNIN'* IN A MINUTE! I GOTTA FIND A PLACE TO *SET DOWN*, SOMEWHERE I CAN USE MY TRAPS TO *DEMOLISH* THOSE COSTUMED *CREEPS!*

AN' THAT *CARRIER* LOOKS *MADE-TO-ORDER!*

THE *USS HALSEY*--95,000 TONS, A THOUSAND FEET LONG BY A HUNDRED-FORTY WIDE, THE *PRIDE* OF UNCLE SAM'S *NUCLEAR NAVY*, IN NEW YORK ON A *COURTESY VISIT.*

KRASH!

UNFORTUNATELY, THIS *ISN'T* THE WELCOME HER CAPTAIN HAD *EXPECTED.*

MEANWHILE, THREE BLOCKS *UP-TOWN...*

I'LL *BURN* YOU FREE!

NO NEED, GR! NOW THAT I'VE GOT MY *FEET* BACK ON THE *GROUND*, AND I CAN *BRACE* MYSELF!

LAST TIME I SAW *TRAPPY*, HE WAS HEADING SOUTH AND *FALLING FAST.* I'LL TRY TO *SPOT* HIM FROM THE *AIR*, FLAME-FACE--

--YOU *FOLLOW ALONG.* IF YOU *CAN.*

I CAN AND I *WILL*, MY FRIEND. IF NEED BE--

--TO THE VERY GATES OF *HELL ITSELF!*

I SAW A SMALL **EXPLOSION** A MINUTE AGO--TOO **HIGH UP** TO BE THE TRAPSTER CRASHING INTO THE **RIVER!**

HE MUST'VE **HIT** ONE OF THE PIERS-- OR A **SHIP.**

THERE! HE'S ABOARD THE **AIRCRAFT CARRIER!** PROBLEM IS, **HOW** DO I **REACH** IT?!

FINDIN' AN **OFF-RAMP'LL** TAKE TOO LONG. I'LL JUST HAVE TO **POP** THE THROTTLE...

...AND JUMP THE **FLAME-CYCLE** FROM THIS **ELEVATED HIGHWAY--**

VRRRAK

--TO THE **CARRIER'S DECK!**

IT **AIN'T** GONNA BE THAT **EASY,** FREAK! YOU AIN'T **CONNIN'** ME A SECOND TIME WITH YOUR **SPOOK ACT!**

'SPECIALLY NOT WHEN I CAN USE MY **PASTE GUN--**

--TO CREATE AN **IMPASSABLE WALL** RIGHT IN **FRONT** OF YOU!

CAN'T **STOP** IN TIME, OR **SWERVE!**

GOT TO **JUMP!**

THE BIKE IS **TRASHED!**

--AND **I'LL** BE TRASHED TOO, UNLESS I CAN USE MY POWERS TO **RECREATE** THE CYCLE **UNDER** ME!

LORD, I... DIDN'T THINK IT WOULD BE SO **HARD...**TO FOCUS MY **CONCENTRA-TION!** BUT I **MUST!**

DID IT!

I DON'T **BELIEVE** IT! HE FORMED A BURNIN' CYCLE OUTTA **NOTHIN'!!** HE AIN'T **HUMAN!** I GOTTA GET **OUTTA** HERE! I KNOW WHEN I'M **OUT-CLASSED!**

FELLA, **YOU** WERE OUT-CLASSED-- --FROM THE DAY YOU WERE **BORN!**

MY **SPIDEY-SENSE--!** SOMEONE'S COMING UP FROM **BEHIND!**

POW!

THE REST OF THE **FRIGHTFUL FOUR,** COME TO GIVE TRAPPY A **HAND?!**

NOPE,** SPIDEY--MERELY THE UNITED STATES **MARINE CORPS...IF THAT'S** ANY **CONSOLATION.

GOT HIM!

SOUND **GENERAL QUARTERS!** I WANT THOSE INTRUDERS **STOPPED-- NOW,** BLAST IT!

UNNGNH!

YA HEARD THE **SKIPPER,** GRUNTS--WE DON'T KNOW THE **GOOD** GUYS FROM THE BAD, SO **TAKE 'EM ALL!**

OPEN FIRE!

WITLESS MORTAL, MERE **BULLETS** CANNOT HARM ONE WHOSE **POWERS** ARE SPAWNED OF **SATAN!**

TOO BAD THE **SAME** CAN'T BE SAID FOR SPIDEY. AT LEAST MY CHARGE HAS **SCATTERED** THE **MARINES...**

...GIVING ME MY CHANCE TO PULL THE WALL-CRAWLER OUT OF **HARM'S WAY.**

WHICH LEAVES **TRAPSTER...**

***"...WONDER WHERE** HE'S GOT TO?"*

THOSE HEROES ARE SO **BUSY,** NO ONE'S **SPOTTED** ME NEAR THIS **JET!**

IF I CAN GET IT **ROLLIN',** I'LL BE ABLE TO ESCAPE IN THE **CONFUSION.**

ARE YOU **CRAZY--?!** THAT TOMCAT'S **FULLY LOADED--!!**

A01

FINE WITH **ME,** BUSTER. THE **BIGGER** THE BANG, THE **BETTER.**

WITH MY **INSTINCTIVE** KNOWLEDGE OF MECHANICAL GIZMOS, IT WAS **CHILD'S PLAY** HOOKIN' UP THE **STARTER TRUCK.**

ALL I GOTTA DO IS HIT THE **RIGHT LEVERS...**

BEAUTIFUL! LISTEN TO THOSE ENGINES **ROAR!** NOW I'LL SHOVE THE **THROTTLE** ALL THE WAY **OPEN--**

--AN' **AWAY SHE GOES!**

NEXT STOP-- THE **WEST SIDE HIGHWAY!**

EXIT--IN A FEW SECONDS --ONE **F-14 TOMCAT,** DEADLIEST FIGHTER IN THE NAVY **INVENTORY.**

CRIPES! THAT JET'S HEADING **FULL-TILT** FOR THE SHORE--!

EVEN IF ITS BOMBS AND MISSILES **DON'T** EXPLODE, THE **FUEL** EXPLOSION'LL **WRECK** THE HIGHWAY--

--WHILE IT'S **THICK** WITH **RUSH-HOUR TRAFFIC!**

401

OKAY, HOTSHOT, YOU MADE THE **JET**-- BUT YOU'RE A **LONG WAY** FROM THE **COCKPIT!**

AN' BY THE TIME I **GET** THERE, IT'LL BE **ALL OVER!**

OKAY, WEB-SHOOTERS, **DO YOUR STUFF!**

ONE WEB-LINE FOR THE **CONTROL YOKE,** THE OTHER FOR THE **THROTTLE...**

THWIPT!

ONLY **SECONDS** LEFT-- SO **PULL,** HERO--

PULL!

DANGER DANGER

ABRUPTLY, THE JET-ROAR **DIES AWAY**--THE SUDDEN SILENCE **DEAFENING** FOR A MOMENT.

AS FOR THE **JET ITSELF...**

OOPS! OH, WELL--AT LEAST **THIS** TOMCAT'LL BE **EASIER** TO FIND THAN THE ONE THE NAVY DROPPED INTO THE **NORTH SEA** LAST YEAR...

SPLASH!

SOMEHOW, THOUGH, I **DON'T** THINK THE NAVY'LL **APPRE-CIATE** THE DISTINCTION.

GR'S GOT TRAPPY ON THE **RUN**--THEY'RE HEADING FOR THE **HANGAR DECK.**

GOOD LORD! IF THIS SHIP'S AT **BATTLE STATIONS,** THAT DECK'LL BE CROWDED WITH **JET FUEL** AND **AMMO!** AND IF THOSE IDIOTS START **BLASTING** EACH OTHER--

--THEY COULD END UP **BLOWING** THE CARRIER TO **KINGDOM COME!**

I KNEW IT! **GR'S** BACKED TRAPPY INTO A **CORNER!**

AVGAS POSITIVELY NO SMOKING!

NUCLEAR WEAPO FLIGHT LOADINC AREA

NO UNAUTHORIZED PER

AND IT'S **WORSE** THAN I THOUGHT. THIS SHIP CARRIES **NUCLEAR WEAPONS**--IF **THOSE** BABIES GET TRIGGERED...

IT'S **ALL OVER,** FOOL-- YOU'VE **NOWHERE** ELSE TO RUN.

GHOST RIDER, **STOP!** IF YOU **BLAST** HIM WITH YOUR HELLFIRE, YOU'LL **KILL US ALL!**

;UNNNH!;

SHOK!

AWAY, SPIDER-MAN--

--OR FEEL MORE THAN A **TASTE** OF WHAT MY HELLFIRE CAN **DO!**

FLAME-- . IT'S **COLD!** BURNING ONLY MY... **MIND...!**

BACK OFF-- BOTH OF YOU!

I GOT A **BOMB** IN MY HAND. I PUSH THE TRIG-GER BUTTON AN' THIS SHIP BE-COMES **INSTANT SCRAP!**

AN' I **WILL,** SO HELP ME, IF YOU DON'T LET ME **GO!**

NO, YOU WON'T, TRAPSTER!

NOT WHEN MY **HELLFIRE** CAN SEAR YOUR **SOUL** IN THE BLINK OF AN **EYE.**

YAARRRGH!

HIS SCREAM IS A **TERRIBLE** THING TO HEAR--**TRANSCENDING** FEAR, PAIN, HATRED, **HUMANITY.** IF IT HAS A REASON FOR BEING, IT IS **DESPAIR.**

GOD OF US ALL, I'M--*IN*--**HELL!**

IT IS THE **SCREAM** OF ONE WHO'S LOST HIS **SOUL!**

HELP ME, GOD--TAKE ME AWAY, **PLEASE!** I'M SO **SORRY**...SO...

...HELP ME, LORD... P-PLEASE...

TINK!

I'M NOT **BLIND,** SPIDER-MAN--I **SAW** THE WARNING SIGNS. I NEVER **INTENDED** TO STOP HIM BY ATTACKING HIS **BODY.**

SO YOU WENT FOR HIS **MIND,** INSTEAD, HUH, FLAME-FACE?

I DID WHAT I **HAD** TO DO. HE HAD TO BE **STOPPED.**

DID YOU **HAVE** TO DO IT **THIS WAY!?!**

IF I LIVE A **THOUSAND YEARS,** BLAZE, I **NEVER** WANT TO HEAR A SCREAM LIKE THAT **AGAIN!**

WE'RE SUPPOSED TO BE THE **GOOD GUYS,** MISTER--WE'RE SUPPOSED TO BE **BETTER** THAN THE FILTH WE **FIGHT!**

I AM WHAT I AM.

THEN I HOPE YOU CAN **LIVE** WITH YOURSELF, PAL, BECAUSE WHAT YOU **ARE** ISN'T VERY **NICE.**

I... **KNOW,** MY FRIEND. FAREWELL.

THINK ABOUT IT, BLAZE. THAT'S **ALL** I ASK.

C'MON, TRAPPY, LET'S GET **YOU** TO A **HOSPITAL.**

NEXT ISSUE: ***YELLOWJACKET*** *AND THE WONDROUS* ***WASP*** *JOIN FORCES WITH SPIDEY AGAINST THE MENACE OF THE ENIGMATIC ELEMENTAL KNOWN ONLY AS* ***EQUINOX,*** *AND FIND THEMSELVES* ***FACE-TO-FACE*** *WITH...*

DEATH BY FIRE, DEATH BY ICE!

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MARVEL TEAM-UP

FEATURING

SPIDER-MAN

PLUS

YELLOWJACKET™ AND THE WASP™

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TM

Stan Lee PRESENTS: SPIDEY AND THE YELLOWJACKET--TOGETHER!

SOME SAY SPIDEY WILL DIE BY FIRE...

8:44 PM--THE QUEENSBOROUGH BRIDGE, HALFWAY BETWEEN ROOSEVELT ISLAND AND MANHATTAN...

SPIDEY'S ON HIS WAY HOME FROM SUNDAY DINNER AT AUNT MAY'S, FEELING FOOT-LOOSE AND FANCY FREE AS HE SWINGS ACROSS THE EAST RIVER, WHEN...

FIRE-BLAST--COMING OUT OF NOWHERE!

NO CHANCE TO DODGE--IF I DON'T LET GO OF MY WEB-LINE, I'LL BURN!

...SOME SAY BY ICE!

UNNNGNH!

CHRIS CLAREMONT & JOHN BYRNE
WRITER ARTIST
DAVE HUNT
INKER / COLORIST
B. PATTERSON, LETTERER
A. GOODWIN, EDITOR

DEDICATED--
WITH RESPECT AND ADMIRATION--TO
ROY THOMAS.

HE NEVER REACHES THE OTHER SIDE.

8:41 PM--RIVERVIEW TERRACE, JUST SOUTH OF THE BRIDGE, SPECIFICALLY THE DUPLEX PENTHOUSE HOME OF JANET AND HENRY PYM...

"STAR LIGHT, STAR BRIGHT, THE FIRST STAR I SEE TONIGHT...

"...I WISH I MAY, I WISH I MIGHT, HAVE THE WISH I WISH TONIGHT." BUT THERE'S THE RUB, JAN--YOU'RE THE WOMAN WHO HAS EVERYTHING.

WHAT COULD YOU POSSIBLY WANT TO WISH FOR?

MY HUSBAND, FOR A START.

I HAVEN'T SEEN HANK FOR OVER A WEEK NOW, EVER SINCE HE CLOSETED HIMSELF IN HIS LAB.

WELL NOW, SPEAK OF THE DEVIL...

JAN-HONEY, WAIT'LL YOU HEAR THE NEWS! I'VE MODIFIED MY YELLOWJACKET POWERS, INCREASED THEM TENFOLD! AND...

I'M NOT INTERESTED, HANK. NOT IN YOUR WORK. NOT TONIGHT.

IT'S YOU I'M INTERESTED IN...

SO I SEE. DUMB OF ME NOT TO HAVE NOTICED BEFORE.

HEY! SOME SORT OF LIGHT FLASHED BENEATH THE BRIDGE--I WONDER WHAT...

HANK PYM, STOP IT!

JUST CURIOUS, M'LOVE. IT WAS PROBABLY A POLICE CAR STROBE...

OH SHUT UP, YOU BIG LUG--AND KISS ME.

"WHATEVER JANNY WANTS..." MMMMMM...

THEIR MOOD LASTS ALL OF A MINUTE, AND THEN...

GOOD GOD!

HANK, WHAT'S HAPPENING?!

SOME SORT OF FIRE BEAM-- SHOOTING OUT ACROSS THE RIVER!

I DON'T BELIEVE IT! JAN, THE BEAM'S CHANGING FROM FIRE TO ICE IN MID-BLAST! IT'S INCREDIBLE!

HANK, LOOK! FALLING BENEATH THE BRIDGE--

--IT'S SPIDER-MAN!

HE'S NOT TRYING TO SAVE HIMSELF-- HE MUST BE HURT, POSSIBLY UNCONSCIOUS.

I'LL GO GET HIM.

I'M COMING WITH YOU!

YOU ARE NOT! YOUR NIGHTGOWN'S MADE OF STABLE MOLECULES, JAN--

--IT WON'T SHRINK WHEN YOU DO, AND THIS IS TOO COLD A NIGHT TO BE EXCITING THE NEIGHBORS.

VERRRRY FUNNY.

I WAS RIGHT. THE IMPACT SHOCK'S KNOCKED HIM OUT. BUT AFTER A FALL LIKE THAT, HE'S LUCKY TO BE ALIVE.

I'D BETTER TAKE HIM TO THE APARTMENT!

IT'S AS WELL-EQUIPPED AS A HOSPITAL AND, CONSIDERING SPIDEY'S REPUTATION, A LOT LESS OF A HASSLE.

ONCE THAT'S DONE, I'LL COME BACK AND CHECK ON HIS ASSAILANT.

HE'S FALLING-- BURNING AND FREEZING AT THE SAME TIME, TORCH AND ICEMAN CACKLING AS HE DROPS...

GWEN'S THERE, TOO, CASUALLY TOSSING HIM A WEB-LINE. HE GRABS FOR IT-- BUT IT FALLS SHORT! AND EVERYONE LAUGHS...

...AND THE WATER RUSHES CLOSER, EVER CLOSER-- NO CHANCE TO SAVE HIMSELF, TIME RUN OUT, ABOUT TO HIT...

NO!

HUH--?!? I'M... I'M... ALIVE?!?

OH, WOW... IT WAS ONLY A NIGHTMARE. IT FELT SO ...REAL, THOUGH, I...

HEY, WHERE AM I? THE LAST THING I REMEMBER WAS SWINGING ACROSS THE EAST RIVER. AND THEN, I... I WAS ON FIRE!

YOU'RE THAWING IN THE PYM LIVING ROOM, WALL-CRAWLER-- COURTESY OF THE YELLOWJACKET LIFEGUARD SERVICE.

SOMEONE AMBUSHED YOU, PAL, AND YOU TOOK A HEADER INTO THE WATER. MY HELPFUL HUBBY FISHED YOU OUT.

...OH.

NO LUCK, JAN-- WHOEVER ZAPPED SPIDEY WAS GONE BY THE TIME I GOT BACK THERE... AH-HA, OUR GUEST'S AWAKE.

HOW'S HE DOING?

A MITE CONFUSED, I THINK. DON'T WORRY, SPIDEY; YOU'LL FEEL BETTER AFTER YOU'VE DRUNK SOME HOT COCOA.

TH-THANK YOU. BUT YOU SAY I WAS... ATTACKED?

BY FIRE AND ICE BEAMS, IT LOOKED LIKE. YOU HAVE ANY ENEMIES WHO FIT THAT BILL?

MMMMM... MRS. PYM, THIS REALLY HITS THE SPOT.

CALL ME WASP, PAL.

MY PLEASURE. Y'KNOW, I HAVE FRIENDS WHO FIT THAT BILL OF YOURS.

ICEMAN AND THE TORCH? ON A LONG SHOT, I CHECKED THEM OUT.

THE F.F. AREN'T HOME...

...AND ICEMAN'S IN LOS ANGELES, WORKING WITH THAT NEW WEST-COAST GROUP, THE CHAMPIONS.

BACK TO SQUARE ONE, I GUESS --WAIT A MINUTE!

I HAVE FOUGHT SOMEONE WITH THOSE KINDS OF POWERS!

"IT WAS A LONG TIME AGO,* AND IT WAS MORE TORCH AND ICEY'S GIG THAN MINE. MATCH-HEAD TOLD ME ABOUT IT A COUPLE OF MONTHS LATER.

THEY'D BEEN INVESTIGATING A ROBBERY I'D FOILED AT FAVERSHAM'S -- THE JEWELERS -- THEY RAN INTO A BIT MORE THAN THEY'D BARGAINED FOR.

*TEAM-UP #23--A.G.

FOOLS! YOU FACE THE RAMPAGING, UNCONTROLLED POWER OF...

...EQUINOX, THE THERMO-DYNAMIC MAN!

"TORCH SAID HEAT AND COLD RIPPLED UP EQUINOX'S BODY IN WAVES. HE FIRED ICE FROM HIS HANDS WHEN HE WAS BLAZING...

"...AND FIRE WHEN HE WAS FROZEN. HE GAVE THEM A PRETTY HARD TIME, UNTIL THEY HIT HIM SIMULTANEOUSLY, AT THE PRECISE MOMENT OF HIS MOLECULAR CHANGE.

"ON AN INSTANT, HE BUILT TO CRITICAL MASS, AND...

...EXPLODED! BLEW HIMSELF TO ATOMS!

"THERE WAS NO BODY-- NOTHING BUT A CRATER. THEY NEVER LEARNED WHO HE WAS, WHERE HE'D COME FROM, WHY HE'D STOLEN ONLY AN ATOMIC CLOCK FROM A STORE LOADED WITH MILLIONS IN JEWELS."

OR **WHY**, IF HE'S STILL ALIVE--AND THE ONE WHO **AMBUSHED** YOU--HE WANTS YOU **DEAD**?

YUP. COULD BE HE BEARS A **GRUDGE**.

AFTER ALL, IF **I** HADN'T STEERED TORCH TO **FAVERSHAM'S**, HE'D HAVE GOTTEN AWAY **SCOT FREE**.

SPIDEY, I STILL **OWE** YOU FOR HELPING ME **SAVE** CURT CONNORS' **SON***--I'D LIKE TO...

GIMME A **HAND**, DOC? THANKS, BUT **NO THANKS**. I'VE ALWAYS BEEN PRETTY MUCH OF A **LONE WOLF**--

*MARVEL FEATURE#4 --ARCHIE.

--AND **WHOEVER'S** GUNNING FOR ME, I'D **PREFER** TO HANDLE HIM **ON MY OWN**.

HOLD IT! MY SPIDER-SENSE **TINGLING!**

YELLOWJACKET, WASP-- SOMEONE'S **OUTSIDE** THE ROOM, ABOUT TO--

MAKE AN ENTRANCE, WALL-CRAWLER?

CRASH

ON **SECOND** THOUGHT, MAYBE I'LL **TAKE** YOUR OFFER, AFTER ALL, Y.J.

I--AM-- EQUINOX!!

I'VE COME FOR YOU, SPIDER-MAN--

--AND TONIGHT YOU'RE GONNA DIE!

SO WHAT ELSE IS NEW?

CHUCKLES, I DON'T KNOW WHERE YOU'RE COMING FROM, BUT IF YOU THINK THIS WEB-SLINGER'S GIVING UP WITHOUT A FIGHT--

VEOOOW!!

SOK!

YOU WERE SAYING, LITTLE MAN?

HIS JAW-- LIKE HITTING FROZEN GRANITE--

--AND NOW HIS HANDS, SEARING THROUGH MY COSTUME-- LORD, THE PAIN!

SPIDEY'S IN TROUBLE!

I HAVE TO DISTRACT EQUINOX--

--MAKE HIM DROP SPIDEY SO HANK CAN HAVE A CLEAR SHOT AT HIM!

HEADS UP, WASPIE-- YOUR PLAN'S BACKFIRED!

NOXIE ISN'T LETTING SPIDEY GO; HE'S USING HIM AS A HUMAN WASP-SWATTER!

WHAM!

YOU'RE WASTING YOUR TIME, WASP--YOUR PUNY STINGS ARE USELESS AGAINST ME!

THEY'RE USELESS AGAINST JUST ABOUT EVERYBODY, BUSTER, BUT THAT'S NO REASON TO CALL IT QUITS!

YOU OKAY, SPIDEY?

I'VE FELT... BETTER...

SO HAS YELLOW-JACKET.

I'M NOT *AFRAID* OF YOU, AVENGER! I'M NOT AFRAID OF *ANYONE!* YOUR POWERS ARE *NOTHING* COMPARED TO THE *NUCLEAR FIRES* THAT RAGE WITHIN ME!

HIS *TONE OF VOICE*-- ADULT ONE MOMENT, *YOUNG* THE NEXT, AS IF-- =UNNNGNH!=

COMING BACK FOR *MORE*, SPIDER-MAN? YOU MUST BE A *GLUTTON FOR PUNISHMENT.*

JUST *STUBBORN*, IS ALL.

OW!

9:03 PM-- THE BATTLE'S *DEMOLISHED* MOST OF THE PENTHOUSE BY NOW, MOVING FROM THE RIVER TO *YORK AVENUE...*

...WHERE IT *STOPS TRAFFIC.*

SOMETHING'S *HAPPENING* DOWN THE BLOCK-- THE POLICE ARE *CORDONING OFF* THE STREET, MOVING THE CARS *BACK...*

OH, LORD, I PRAY I'M *IN TIME.*

THAT BURST OF *FIRE! WHAT--?!*

LOOK A'THAT, WILLYA?! RADIO SAYS SOME CLOWN'S TAKIN' ON A COUPLE OF *AVENGERS--*

--SOME DUDE MADE O' *FIRE AN' ICE!*

FIRE AND... BUT IT *COULDN'T BE*-- NOT *HIM!*

9:05 PM-- THE TRAFFIC JAM'S MOVED *PAST* THE BRIDGE, TURNING YORK AVENUE INTO A GIGANTIC *PARKING LOT*, WHICH MAKES SOME PEOPLE *MAD...*

GET *OUTTA* THE WAY, YA BUMS! I'M TRYIN' T' MAKE A *DELIVERY!*

FLAMMABLE

THIS *FUEL TRUCK'S* GOT A *SCHEDULE* T'KEEP F'R CRYIN' OUT LOUD!

MEANWHILE...

THERE! THAT STAGGERED HIM! BUT IT TOOK A FULL STRENGTH BLAST!

SHZAK!

IF I HADN'T ADAPTED THE POWERS OF MY MOLECULAR DISRUPTOR GUN TO MY COSTUME, INCREASED THEM TENFOLD, HE'D HAVE MURDERED US BY NOW.

AS IT IS, WE'RE BARELY HOLDING OUR OWN.

AHARRRR!!

HAVE TO HIT HIM AGAIN-- BEFORE HE RECOVERS!

GOT HIM!

KARASH!

A CHEER FROM YELLOWJACKET, A FAR DIFFERENT REACTION THAN FROM THE MYSTERIOUS WOMAN WATCHING BELOW.

TERRY!

IT'S AN EIGHT-STORY FALL FROM THAT WINDOW! HE'LL BE KILLED!

DON'T BET ON IT...

GOTTA USE MY ICE POWERS TO FREEZE THE WATER VAPOR MOLECULES IN THE AIR-- FORM AN ICE SLIDE LIKE I'VE SEEN ICEMAN DO.

I HATE TO RUN, BUT YELLOWJACKET'S ENERGY BEAM-- IT HURT ME! HE'S GONNA PAY FOR THAT, I SWEAR!

'CAUSE I'M THROUGH WITH BEIN' HURT, THROUGH PLAYIN' BY MAMA'S RULES! I GOT THE POWER, AN' I'M GONNA USE IT!

HE HEADS NORTH ALONG THE RIVER, TOO INTENT ON FLIGHT TO NOTICE A CAR ACCELERATING MADLY DOWN 57TH STREET.

EEEE

HEY LADY! WHAT'CHER THINK YER DOIN'?!?

BUMP!

FOLLOWING EQUINOX.

AND SHE ISN'T THE ONLY ONE...

THERE HE IS-- ON THE UPPER ROADWAY OF THE QUEENSBOROUGH BRIDGE!

BE CAREFUL, FOLKS--

"--I'VE GOT A FEELING NOXIE'S A LOT STRONGER NOW THAN WHEN HE FOUGHT ICEY AND TORCH."

FROM THE WAY HE'S STOMPING TOWARDS QUEENS, HE SURE ISN'T WORRYING ABOUT ANYONE TRYING TO STOP HIM!

OF COURSE, WHO SAID THE WINSOME WASP WAS JUST "ANYONE"?

YOU TALK A GOOD FIGHT, LADY, BUT THAT'S ABOUT ALL.

I'M HITTING NOXIE WITH EVERYTHING I'VE GOT AND ALL I'M DOING IS ANNOYING HIM.

HIS HAND--! SLASHING RIGHT IN FRONT OF ME! NO TIME--

WHU-U-UFF!

IT'S ONLY A GLANCING BLOW, BUT AT THE WASP'S SIZE, THAT'LL DO...

JAN HONEY, ARE YOU--?

I'M PEACHY-KEEN, HIGH-POCKETS.

ALL HE HURT WAS MY PRIDE. I SHOULD HAVE SEEN THAT SHOT COMING A MILE AWAY.

AND DON'T YOU LECTURE ME, EITHER, HANK PYM! NOT AFTER JAZZING UP YOUR POWERS WHILE LEAVING ME WITH STINGERS THAT COULDN'T EVEN HURT A FLY!

BUT I--JAN, THIS IS NO TIME FOR AN ARGUMENT.

HOW **RIGHT** YOU ARE, HERO! **'SPECIALLY** WHEN YOU'RE FACING A DUDE WHO CAN DO--**THIS!**

I'M NOT FIGHTIN' THE **THERMIC CHANGES** ANYMORE, CHUMPS. I'M LETTIN' 'EM COME **FASTER--**

RRRIP!

--EACH CHANGE **BUILDIN'** MY POWER AN' **STRENGTH--**

--UNTIL **NOTHIN'** ON EARTH CAN **BEAT ME!**

HE **HURLED** THAT DOOR WITH **FANTASTIC SPEED!** NO CHANCE TO--

THWAP!

HUH?!?

YOU MIND IF WE **TRY,** NOXIE?

AFTER ALL, IT WOULDN'T **DO** FOR AN AVENGER TO GET **DECKED** BY A CAR DOOR NOW, **WOULD IT?**

RUINS THE **IMAGE** AN' ALL THAT, Y'KNOW?

ON THE **OTHER** HAND, USING IT TO CLOBBER A **SECOND-RATE** APPRENTICE SUPER-VILLAIN LIKE **YOU--**

SLASSSH!

WILL BE EVEN **HARDER!**

AND I'M **NO** SECOND-RATER, SPIDER-MAN-- BEFORE **I'M** THROUGH, THE WHOLE WORLD'S GONNA **KNOW** WHO I AM. AN' THEY'RE GONNA **REMEMBER** ME TO THE **END OF TIME!**

TERRY, STOP IT! IN THE NAME OF GOD, SON--

--STOP THIS MADNESS BEFORE SOMEONE GETS HURT!

EH--?!

YOU--HERE?! BUT THAT'S IMPOSSIBLE! HOW COULD YOU HAVE KNOWN?!

WELL, YOUR TOY WON'T HELP YOU, MOTHE--MARGAY!

YOUR FAILURES FORCED ME TO LIVE MY LIFE AS A THERMODYNAMIC FREAK, AND IF THAT'S THE WAY IT'S GOTTA BE, I'M GONNA MAKE THE MOST OF IT!

TERRY SORENSON DOESN'T EXIST ANYMORE-- THERE'S ONLY EQUINOX...

...AND EQUINOX KILLS!

NO!

HE MEANS IT, LADY!

WHAT ARE YOU, CRAZY OR SOMETHING, CHARGING UP HERE LIKE THAT?! THINGS ARE ROUGH ENOUGH ALREADY!

AND THEY'RE GETTING ROUGHER BY THE MINUTE, AS THE CARS HIT, THEN EXPLODE...

UNNNGNH!

JAN! SHE WAS CAUGHT IN THAT BLAST-- SHE'S FALLING AT EQUINOX'S FEET! AND SHE'S REVERTING TO FULL-SIZE!

SPIDER-MAN, GET THE WASP TO SAFETY! I'LL HANDLE EQUINOX ALONE!

CAN'T RISK USING MY DISRUPTOR BEAM! HE COULD SHRUG IT OFF AND STILL ZAP JAN.

I'VE GOT TO TACKLE HIM HAND-TO-HAND-- AND HOPE MY COSTUME'S INSULATION CAN COPE WITH HIS THERMIC POWERS.

YOU'RE A FOOL, YELLOWJACKET!

WE'LL SEE, MISTER.

yOOO-O-OFF!

MANAGED TO THROW HIM OVER THE BRIDGE RAILING! NOW TO USE MY WINGS TO PUSH US AWAY FROM THE CROWDS BELOW.

BLAST! HE'S ICING MY WINGS! THE ADDED WEIGHT'S FORCING US STRAIGHT DOWN!

HAVE TO ANGLE THE FALL SO EQUINOX ABSORBS THE BRUNT OF THE IMPACT, AND HOPE THE HARD LANDING STUNS HIM.

THUMP!

SO MUCH FOR THAT IDEA-- HE ISN'T EVEN WINDED! FACE IT, HANK, THIS TIME YOU MAY HAVE BITTEN OFF MORE THAN YOU CAN CHEW.

THAT WOMAN ON THE BRIDGE SEEMED TO KNOW EQUINOX, AND HE ACTED LIKE HE WAS AFRAID OF HER. BUT WHY?!

TOO MANY QUESTIONS, AND NO TIME TO HUNT FOR ANSWERS. RIGHT NOW, I'M HAVING ENOUGH TROUBLE JUST STAYING ALIVE!

BRAK

SO IT GOES--WHILE HIGH ABOVE YELLOWJACKET'S HEAD...

EASY, WASP! YOU GOT HIT PRETTY HARD.

I'M--I'M OKAY. JUST NEED T'GET... THE WORL' T' STOP SPINNIN'!... BUT HANK--HOW'S HANK?!

HOLDING HIS OWN, LAST TIME I LOOKED. BUT HE NEEDS OUR HELP.

AND WE NEED INFORMATION. EQUINOX TRIED TO KILL YOU, LADY! WHY?

MY NAME'S MARGAY SORENSON, SPIDER-MAN, AND TERRY--EQUINOX, YOU CALL HIM-- IS MY SON.

YOU MUST UNDERSTAND, HE'S NOT RESPONSIBLE FOR WHAT'S HAPPENED TO HIM. HE'S VERY ILL. BUT... I THINK I HAVE A CURE.

"THINK" ISN'T MUCH TO GO ON, MRS. SORENSON-- NOT WHEN YOUR BOY'S TURNING THE EAST SIDE INTO A WAR ZONE.

HANG ON, WASP! YOU'RE STILL TOO GROGGY TO FLY...

"WE'LL BE WITH YJ IN LESS THAN A MINUTE."

A MINUTE CAN BE A LONG TIME, THOUGH, SPIDEY...

I'VE NEVER CUT LOOSE FULL STRENGTH BEFORE, HERO-- NEVER REALIZED HOW... GOOD IT FEELS TO BE UNBEATABLE!

YOUR LAST BATTLE'S ALMOST ALL OVER, AVENGER!

BROW!

HANK, LOOK OUT! HE'S FORCED YOU BACK AGAINST A FUEL TRUCK!

GET OUTTA THERE, YJ! BEFORE IT'S--

TOO LATE, HERO--!

YELLOWJACKET IS DOOMED!

BLAM
OH MY GOD.
TERRY. MY SON... MY SON...

FOR A SEEMING **ETERNITY**, NO ONE MOVES, THEIR MINDS **REFUSING** TO ACCEPT WHAT THEIR EYES HAVE **SEEN**...

...AND THEN, IN THE MIDDLE OF THE **INFERNO**...

JANET PYM **CRIES OUT**-- SHE CAN'T HELP IT-- **HOPING** AGAINST HOPE THAT HANK HAS **SURVIVED**.

HOPING AGAINST HOPE...

EQUINOX HAS TRIUMPHED!!

YELLOWJACKET IS **DEAD** BY **MY HANDS**-- AND I'VE EMERGED MORE POWERFUL THAN **EVER!**

NOTHING IN THE WORLD CAN **STOP ME NOW!**

WASP--MRS. PYM, **DON'T!** YOU'RE STILL **WEAK**, YOU HAVEN'T A--

TAKE YOURS HANDS **OFF** ME, MISTER. **NOW!**

YOU THINK YOU'RE **SOMETHING**, DON'T YOU, PUNK? YOU'VE **KILLED A MAN**.

WELL, YOU KILLED **MY** MAN-- AND THAT'S SOMETHING I'LL **NEVER** FORGET AND NEVER **FORGIVE!**

YOU GET-OFF ON **DEATH**, ANIMAL?! THEN THE WASP'LL **GIVE** YOU A DEATH--

--YOUR OWN!!

NEXT ISSUE: THE **SENSES-SHATTERING CONCLUSION** TO OUR STORY-- INCLUDING THE **ORIGIN OF EQUINOX**--

LOVE AND DEATH!

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FEATURING

SPIDER-MAN®

AND THE

WASP

A MATTER OF *LOVE* AND *DEATH!*

I ALREADY MURDERED *YELLOW-JACKET*--

--NOW YOU TWO WILL BE *NEXT* TO *FREEZE* AND *BURN* IN THE GRIP OF *EQUINOX*, THE *THERMODYNAMIC MAN!*

ON

OFF

SOFT

Stan Lee PRESENTS: SPIDEY™ AND THE WASP™ -- TOGETHER!

CHRIS CLAREMONT AUTHOR / JOHN BYRNE ARTIST / DAVE HUNT INKER / JOE ROSEN • LETTERER / DON WARFIELD • COLORIST / A. GOODWIN EDITOR

a matter of LOVE... or DEATH!

LISTEN TO ME, WORLD! EQUINOX HAS TRIUMPHED!

TONIGHT, I KILLED AN AVENGER! I KILLED YELLOW-JACKET!

FIVE MINUTES AGO, THERE WAS AN EXPLOSION HERE. IT ENDED A BATTLE--AND CLAIMED A LIFE.

POLICE

AND ALL SPIDER-MAN AND THE WASP COULD DO ABOUT IT... WAS WATCH!

THAT'S ABOUT TO **CHANGE.**

MRS. PYM, I'M... **SORRY** ABOUT WHAT HAPPENED TO YOUR **HUSBAND.** DON'T WORRY, THOUGH... OUR **SPECIAL WEAPONS** TEAM IS MOVING INTO POSITION. EQUINOX WON'T GET **AWAY.**

CAPTAIN DEWOLFF, YOU CAN TAKE YOUR **SYMPATHY--**

--AND YOU CAN **SHOVE IT!**

THAT ANIMAL **INCINERATED** THE MAN I **LOVE**--AND IF **ANYONE'S** GOING TO "BRING HIM TO **JUSTICE**"--

--IT'S GONNA BE **ME!**

WASP, DON'T!

STILL TOO **GROGGY** TO SHRINK TO **WASP-SIZE*** -- BUT THAT DOESN'T AFFECT THE POWER OF MY **STINGERS!**

EH--?!

SKZZZ..!!

*DUE TO A MINOR **HEAD WOUND** SUFFERED LAST ISSUE-- ARCHIE.

HOW **TOUCHING,** THE LITTLE LADY **CHARGIN'** FORWARD TO **AVENGE** HER MURDERED MATE. TOO BAD YOU GOT MORE **GUTS** THAN POWER.

BUT IF YOU'RE **DETERMINED** TO LIVE LIKE YOUR **OLD MAN,** WASPIE, YOU CAN **DIE** LIKE HIM AS WELL!

OH, **NO!** THE WASP'S SO **HYPED UP,** SHE DOESN'T **REALIZE** HER STINGS ARE ONLY **TICKLING** NOXIE!

AND AT **NORMAL SIZE,** SHE'S A **SITTING DUCK!**

MOVE IT, LADY!

GET YOUR ACT **TO-GETHER,** MRS. PYM! THAT CLOWN MEANS **BUSINESS!**

K-HOOM!

AND GETTING KILLED *YOURSELF* ISN'T GOING TO HELP *YELLOW-JACKET* ANY.

AT LEAST THEN I WOULDN'T *HURT* SO MUCH.

I'M...I'M *SORRY*, SPIDER-MAN. I... *LOST* MY HEAD.

DON'T *SWEAT IT*, LADY. EVEN *AVENGERS* ARE ALLOWED TO HAVE *EMOTIONS*.

C'MON, LET'S GET BACK TO THE *BRIDGE*.

I'VE GOT A LOT OF *QUESTIONS* FOR THAT *MRS. SORENSON*.

A FEW MOMENTS LATER, ON THE UPPER LEVEL ROADWAY OF THE 59TH STREET BRIDGE...

SPIDER-MAN, WASP, I *SAW* WHAT HAPPENED...

YEAH. SOME *KID* YOU GOT THERE! FROM *ASSAULT* TO *MURDER 1* ALL IN AN EVENING.

THAT'S *NOT FAIR*. I TOLD YOU, MY SON, *TERRY*--THE MAN YOU CALL EQUINOX--HE ISN'T *WELL*.

THE *STRAIN* OF THE CONSTANT, EVER-INCREASING *THERMIC CHANGES* IS *AFFECTING* HIS MIND. HE'S NOT *RESPONSIBLE*.

"NOT *RESPONSIBLE*"? "*NOT FAIR*"?! WHO IN GOD'S NAME D'YOU THINK YOU *ARE*, TO SAY THAT?! YOUR BOY'S A *KILLER!*

I'LL SHOW HIM THE *SAME MERCY* HE SHOWED *HANK!*

STOP IT, WASP! SHE'S IN AS MUCH *AGONY* AS YOU ARE. WHAT'S HAPPENED ISN'T HER FAULT.

SHE'S TRYING TO *HELP*--IF YOU'LL GIVE HER THE *CHANCE!*

WHAT DO YOU *KNOW* ABOUT AGONY, MISTER?! WHO'VE *YOU* EVER LOST?!

GWEN...

SOMEONE VERY CLOSE.

AGONY, MRS. PYM? BELIEVE ME, I KNOW *ALL ABOUT IT.*

FOR A MOMENT, TIME **STANDS STILL**; JANET PYM REACHING FOR SPIDER-MAN, FEELING THE SUDDEN **EMPATHY** BETWEEN THEM, NEEDING TO **SHARE** HER GRIEF BEFORE IT **CONSUMES** HER.

BUT THEN, THE MOMENT **PASSES** AND **REALITY** COMES CRASHING IN ON THEM ONCE MORE.

BKANG!

WHA--?! **EQUINOX!**

THIS DEVICE I'M CARRYING--IT'S DESIGNED TO **STABILIZE** TERRY'S THERMIC TRANSITIONS, **NEUTRALIZE** HIS POWERS. JUST LET ME **USE IT!**

HOW'D HE GET UP HERE SO **FAST?!**

ALL RIGHT! **HURRY!** WE'LL COVER YOU--JUST IN CASE!

"IF AT FIRST YOU DON'T **SUCCEED...**" EH, **MOM?**

IT'S **NOT** AFFECTING HIM! I DON'T **UNDERSTAND!** I WAS SO **SURE!**

TERRY, WE'RE TRYING TO **HELP YOU!**

SHZOK!

I DON'T **WANT** ANY HELP! I'M STARTING TO **LIKE** THE WAY I AM!

BUT IF YOU'RE **DETERMINED** TO MAKE ME **HUMAN** AGAIN, I'M GOING TO HAVE TO STOP **YOU**, MOMMA. **PERMANENTLY.**

THIS **REVELATION** MAY NOT SURPRISE ANYONE, BUT IT'S GONNA TAKE MORE THAN **RAW POWER** TO CRAMP NOXIE'S STYLE.

THINKING OUR WAY OUT OF THIS MESS LOOKS LIKE OUR BEST BET!

THAT, FOLKS, IS A **CUE-TO-SKIDDOO** IF I EVER HEARD ONE. EXIT, **HEROES**, STAGE LEFT, IN A MILD **PANIC.**

WE WON'T GET ANY HELP AT AVENGER'S MANSION! NOBODY'S **HOME...** AND THE **LAB'S** BEING **REBUILT!**

THERE'S THE **BAXTER BUILDING** THOUGH. I THINK MY **AVENGERS ID** CAN GET US **INSIDE.**

READ THE **GUARDIANS of the GALAXY** WHILE YOU CAN!

LEAD ON, LITTLE LADY... BUT WE'VE GOT PRECIOUS LITTLE TO GO ON. CARE TO FILL IN SOME OF THE GAPS ON THE WAY, MRS. SORENSON?

ACTUALLY, SPIDER-MAN, IT'S DOCTOR SORENSON--I HEAD THE NATURAL SCIENCE DIVISION OF BARD COLLEGE...

"YOU'RE THAT DR. SORENSON?! LADY, I'M IMPRESSED."

"THANK YOU, SPIDER-MAN. MY HUSBAND, DAVID, WAS A PHYSICIST, SPECIALIZING IN THERMODYNAMICS.

"WE HAD ONE CHILD, A SON, TERRY. AND WE USED TO BE VERY HAPPY. BUT THEN THE YEARS PASSED AND I BECAME FAMOUS, WHILE DAVID REMAINED OBSCURE.

"HE WAS A BRILLIANT MAN, BUT HIS THEORIES WERE TOO RADICAL. NO ONE WOULD ACCEPT THEM, AND THE CONSTANT FRUSTRATION ATE AWAY AT HIM LIKE A CANCER.

"HE HAD TO TAKE HIS PAIN OUT ON SOMEONE. HE CHOSE ME.

"I STOOD IT FOR AS LONG AS I COULD--FOR TERRY'S SAKE, MOSTLY. OH, GOD, HE'S ONLY SEVENTEEN--! BUT, FINALLY, I LEFT DAVID.

"HE CURSED ME AS I WALKED AWAY.

"HE DRANK A LOT IN THOSE DAYS, LOCKED IN HIS LAB, WITH A BOTTLE OF BOURBON FOR COMPANY.

"WHETHER HE WAS DRINKING THAT NIGHT, I'LL NEVER KNOW. JUST LIKE I'LL NEVER KNOW EXACTLY WHAT HAPPENED DOWN THERE AMID HIS JURY-RIGGED COMPUTERS AND SYSTEMS CONSOLES...

"ONE MOMENT, IT WAS A NIGHT LIKE ANY OTHER NIGHT, AND THE NEXT...

OH, MY LORD! DAVID!!

SHKAM!

"THE EXPLOSION *SHATTERED* ONE WALL OF THE HOUSE AND TURNED THE LAB INTO A *RAGING INFERNO*. SOMEHOW, TERRY AND I MADE IT TO THE *CELLAR DOOR*.

MOM, DAD'S STILL *IN THERE!* I'M GOING *AFTER HIM!*

DAD?! DON'T *WORRY*, DAD; I'LL *GET YOU OUT!*

NO, TERRANCE! I'M *PINNED!* MY LEG'S *BROKEN! LEAVE ME*, BOY!

GET OUT BEFORE IT'S *TOO LATE!*

"BUT IT WAS *ALREADY* TOO LATE, AS *ENERGY BEAMS* ERUPTED OUT OF THE SMASHED EQUIPMENT, *CORRUSCATING* AROUND MY SON'S BODY LIKE A *CORONA* OUT OF *HELL*.

RG!

YA!

"MY HUSBAND DIED *INSTANT-LY*.

"LORD *FORGIVE* ME, WHEN MY SON CRAWLED UP THOSE STEPS, I WISH *HE'D* DIED AS WELL.

T-TERRY--?

MOMMA, *HELP ME!* I'M SO... *COLD* INSIDE, BUT I FEEL LIKE I'M *BURNIN' UP!*

HELP ME!

"I *TRIED*. I TOOK A LEAVE OF ABSENCE FROM BARD, TRIED TO *RECONSTRUCT* DAVID'S EXPERIMENT FROM WHAT WAS LEFT OF HIS *NOTES*.

"IT WAS *HARD*. I HAD TO *TEACH* MYSELF AN ENTIRE *SCIENTIFIC DISCIPLINE* FROM SCRATCH. AND WHEN *MONEY* FOR EQUIPMENT *RAN OUT*...

"...TERRY DECIDED TO... *STEAL* WHAT WE NEEDED. HE WAS GROWING MORE AND MORE *BITTER* WITH EACH FAILURE, *CONSTANTLY MUTATING*, HIS ONGOING *THERMIC TRANSITIONS* DRIVING HIM TO THE BRINK OF *INSANITY*. HE BEGAN TO *HATE ME*..."

...AND TONIGHT, WHEN I COMPLETED WORK ON THIS *THERMIC STABILIZER*, HE RAN AWAY. NOT THAT IT *MATTERED* IN THE END. ALL I DID WAS BUILD ANOTHER *FAILURE*.

MAYBE. MAYBE NOT. WE'LL KNOW *MORE* AFTER WE'VE TALKED WITH *REED RICHARDS*.

WHAT'S *THAT*?!

WELCOME-WAGON, F.F.-STYLE. IT'S THEIR *AUTOMATED SECURITY LASER*.

CLICK *ATTENTION, INTRUDERS! IDENTIFY YOURSELVES!*

RELAX, BOTH OF YOU. *I'LL* HANDLE THIS.

WASP AND TWO COMPANIONS, REQUESTING *ENTRY* TO THE F.F. *LAB AREA*.

THIS IS AN *AVENGERS CODE OMEGA* SITUATION. PRIORITY *RED-ONE*.

CODE OMEGA *ACKNOWLEDGED*. PLEASE *STAND-BY*.

IDENTITY *CONFIRMED*, WASP. YOU AND YOUR COMPANIONS MAY *ENTER*.

NONE OF THE FANTASTIC FOUR ARE IN *RESIDENCE* AT THIS TIME...

IDENTITY CONFIRMED AVENGERS 776250 WASP

...BUT AVENGERS CODE OMEGA *AUTHORIZES* COMPUTER TO GRANT *ACCESS* TO LABORATORY AREA.

FOLLOW ME, TROOPS. I KNOW WHERE IT *IS*.

HEY, WASP, WHAT *IS* CODE OMEGA, ANYWAY?

THE *END OF THE WORLD*, OF COURSE.

NO LIE, EITHER, SPIDEY. FOR *ME*, IN A WAY, IT *IS*.

FOR YOU-- AND A LOT OF OTHER PEOPLE, WASP, AS WE TURN OUR ATTENTION UPTOWN FROM THE BAXTER BUILDING...

...TO FIND NEW YORK'S FINEST FIGHTING A DESPERATE HOLDING ACTION AGAINST A FOE WHO SEEMS TO GROW IN POWER WITH EVERY STEP!

LOUSY SUPER-HEROES! THEY'RE NEVER AROUND WHEN YOU NEED 'EM!

TIMES LIKE THIS, JOEY, A FELLA BEGINS TO WISH HE'D BEEN LAID OFF LAST FISCAL CRISIS.

VERY FUNNY, PAL. I'LL TELL CAPTAIN DEWOLFF NEXT TIME I SEE HER. MEANTIME, KEEP FIRIN'!

IT'LL DO YOU NO GOOD, FOOL. YOUR BULLETS'LL ONLY SHATTER AGAINST MY ICY SKIN OR MELT AGAINST MY FLAMES!

NOT EVEN YOUR HEAVIEST WEAPONS CAN HARM ME!

CAN YOU SAY THE SAME ABOUT MY FIRE-BOLTS?!

CHUCK, LOOK OUT!!

THE BEAM SWEEPS INEXORABLY ACROSS THE STREET, SLAGGING EVERY PATROL CAR IN ITS PATH AND SCATTERING THE POLICE THAT MANNED THEM...

...BEFORE BITING DEEP INTO A MASSIVE BUILDING SET IN THE CENTER OF THE BLOCK.

ZOOSH!

Edison sub-
clean energy

IT'S A CON EDISON MID-TOWN SUB-STATION, CRAMMED THICK WITH COMPLEX ELECTRICAL EQUIPMENT--

SH BOW!

--LIKE HUGE STEP-DOWN TRANSFORMERS DESIGNED TO REDUCE VOLTAGE COMING OFF THE GENERATING PLANTS...

...TO MANAGEABLE LEVELS THAT CAN BE FED INTO THE MAN-HATTAN POWER GRID.

KZRAK!

IT'S OVER IN AN INSTANT AS GENER-ATORS RUN WILD, TRANSFORMERS SHORT OUT, SAFETY INTER-LOCKS FAIL...

...AND POWER LINES DESIGNED TO HANDLE A FEW THOUSAND VOLTS...

...SUDDENLY FIND THEMSELVES FORCED TO COPE WITH A HALF-MILLION VOLT SURGE!

THE LINES CAN'T HANDLE THE OVERAGE--AND RATHER THAN BURN OUT THE ENTIRE MANHATTAN POWER GRID--

--CON EDISON'S COMPUTERS PULL THE PLUG ON MIDTOWN!

WITH IMMEDIATE RESULTS...

HEY! WHAT'S GOING ON?! WHO TURNED OUT THE LIGHTS?!?

DID YOU SEE THE WAY SOME OF THEM BRIGHTENED BEFORE THEY WENT OUT? I'D SAY THERE WAS SOME SORT OF ELECTRICAL POWER SURGE!

REMINDS ME OF THE BLACKOUT OF '65.

NOTHING TO WORRY ABOUT, THOUGH. THE F.F.'S EMERGENCY GENERATORS SHOULD BE CUTTING IN ANY TIME NOW.

NO SOONER SAID THAN DONE, WASP!

ALERT ALERT DEFENSE MODE

UH-OH! TROUBLE! ALL THE COMPUTER SCREENS ARE FLASHING "RED ALERT!" THEY'RE REPORTING INTRUDERS...

...AND JUDGING FROM THOSE LASERS, I THINK I KNOW WHO IT THINKS THOSE INTRUDERS ARE.

DON'T BE SILLY, WALL-CRAWLER. THE COMPUTER LET US IN...

ZAK!

RUN FOR IT, PEOPLE!

THE MAIN COMPUTER, WASP! THESE ARE BACK-UP SECURITY UNITS...

...AND I'LL BET MY DIPLOMA THAT POWER SURGE SCRAMBLED THEIR TAPES SO THEY DON'T KNOW A THING ABOUT US!

UNTIL THE MAIN COMPUTER REGAINS CONTROL-- IF IT EVER DOES-- THE DEFENSES ARE REACTING TO US AS IF WE WERE THE FRIGHTFUL FOUR OR DOC DOOM!

HEAD FOR THE LAB, GROUP! THERE ARE NO LASERS IN THERE, WE OUGHT TO BE SAFE!

SPIDER-MAN, THE DOORS ARE... SEALING SHUT!

SLAM!

NO!

KLIKT!

WASP!

THE DOOR LOCKED ITSELF-- AND IT'S BUILT TO HOLD THE THING!

UNTIL THAT BLASTED COMPUTER OR THE F. F. SET US FREE, I'M HELPLESS!

WHAT ARE YOU TALKING ABOUT, SPIDER-MAN? THIS LAB IS LIKE A DREAM COME TRUE! WE HAVE EVERY-THING WE NEED TO TRY TO FIND A CURE FOR MY SON.

I WASN'T THINKING ABOUT US, DR. SORENSON. WE'RE IN GREAT SHAPE.

BUT THE WASP'S OUT THERE, FACING THOSE KILLER LASERS, PLUS THE REST OF THE F.F.'s COMPUTER DEFENSES...

...ALONE.

DON'T DESPAIR, SPIDEY. THE LADY ISN'T DEAD YET...

DOORS HAVE SEALED SHUT ALL AROUND ME! I'M BOXED IN. AND THE SECURITY COMPUTER ISN'T ACKNOWLEDGING MY AVENGERS ID.

WHICH MEANS I'VE GOT TO FIND A WAY OUT OF HERE-- FAST! BEFORE THESE LASERS START COMPENSATING FOR MY SIZE...

"...AND DRAW A BEAD ON ME."

ZAKT!

YEEOW!

A LITTLE TOO CLOSE FOR COMFORT, JAN.

IF I HADN'T PUT ON THAT BURST OF SPEED THE INSTANT I SAW THE LASER FLASH...

WHAT AM I SAYING? THAT WOULD MEAN I'M REACTING FASTER THAN THE F.F.'S TARGETTING COMPUTERS CAN TRACK ME...

...AND THAT'S IMPOSSIBLE. EXCEPT I'M DOING IT!

I MUST BE GETTING LUCKY IN MY OLD AGE-- AND I KNOW ENOUGH NOT TO PUSH THAT LUCK WHEN I'M AHEAD OF THE GAME.

OKAY, I MADE IT TO THIS ***AIR DUCT*** IN ONE PIECE. THE LASERS CAN'T ***REACH*** ME IN HERE. BUT... ***NOW WHAT***?

WAIT A MINUTE! THESE DUCTS PROBABLY ***HONEY-COMB*** THE ENTIRE BUILDING. I CAN ***FLY*** ALONG THEM TO THE F.F.'S CONTROL CENTER AND ***DISENGAGE*** THE SECURITY SYSTEM.

OH. I SHOULD HAVE ***KNOWN***--THERE'S AN ***ANTI-GAS MESH*** BEHIND THE INNER GRILL, AS STRONG AS ***STEEL*** AND ***TOO SMALL*** FOR ME TO ***SQUEEZE*** THROUGH.

AND UNLESS I'M SADLY ***MIS-TAKEN***, THAT HISSING HERALDS THE COMPUTER'S ***NEXT MOVE***.

KNOCK-OUT GAS. AT ***MY*** SIZE, A COUPLE OF HEARTY ***WHIFFS*** WILL PUT ME OUT FOR ***HOURS***.

HEY, ***WHAT'S THIS***?!

AN ***EMPTY*** SCREW HOLE! MAYBE I CAN ***PRY*** THE INNER GRILL OPEN ENOUGH TO LET ME ***PASS***.

GOODNESS!!

I-- I BARELY ***TUGGED*** ON THE GRILL... AND THIS ***WHOLE SIDE*** OF IT BENT LIKE *PUTTY!*

SKREEEK!

WHO'M I ***KIDDING***? I'VE ***NEVER*** HAD THAT KIND OF STRENGTH. BUT I'VE GOT ***NOTHING*** TO LOSE BY ***TRYING***...

THIS IS ***CRAZY!*** I'M ***FASTER*** THAN I EVER WAS, ***STRONGER!*** I FEEL LIKE I'M ***BURSTING*** WITH ***ENERGY!***

I'VE BEEN FEELING THIS WAY SINCE... ***HANK DIED*** -- LIKE AN ***ADRENALIN SURGE***, ONLY FAR MORE ***INTENSE***.

I FEEL... ***DIFFERENT***, AND INSTINCT TELLS ME THAT-- SOMEHOW--IT'S ***HANK'S*** DOING. BUT I CAN'T THINK ABOUT IT ***NOW!*** SPIDEY MAY NEED MY ***HELP!***

SHE MOVES SWIFTLY THROUGH THE **MAZE** OF DUCTS CATCHING THE SECURITY COMPUTERS BY **SURPRISE** AS SHE HEADS **UNERRINGLY** FOR THE CONTROL CENTER...

...AND THOSE **DEFENSES** SHE CAN'T **AVOID** ALONG THE WAY SHE SIMPLY **SMASHES.**

UNTIL...

WAY TO GO WASP! I MADE IT!!

NOW TO **SAVE** SPIDEY'S BACON.

JUST IN **TIME**, TOO. THE STATUS TELLTALES ARE LIT UP LIKE A **CHRISTMAS TREE!** THE COMPUTER'S ABOUT TO FLOOD THE **ENTIRE F.F. COMPLEX** WITH **GAS!**

HERE'S THE MAIN PANEL. GOOD THING REED RICHARDS **BRIEFED** THE AVENGERS ON ITS **SET-UP**--

--AND HERE'S THE "**OFF**" SWITCH. I'LL **RE-SET** THE SYSTEM WHEN WE'RE **FINISHED.**

KLIKT!

YOU WON'T GET THE **CHANCE**, WASP, BECAUSE HALF-WAY DOWN THE **BAXTER BUILDING**--

--THE **REASON** FOR THE COMPUTER'S SUDDEN, LAST-MINUTE **PANIC** (SPOTTED BY THE **EXTERIOR SENSORS**) IS MAKING HIS WAY SLOWLY, **STEADILY** UP THE WALL TOWARDS THE F.F.'S **HEADQUARTERS.**

WHILE, **INSIDE** THAT HEADQUARTERS, OBLIVIOUS TO THE **DANGER**...

SPIDER-MAN, MY SUGGESTION ABOUT **CROSS-CIRCUITING** THE PRIMARY COILS...

I THINK THAT'S **DONE THE TRICK**, DOC. YOU WERE ON THE RIGHT TRACK, BUT YOU **UNDERESTIMATED** THE RAW POWER YOU'D NEED.

EVEN NOW, THE BEAM'S EFFECTIVE-NESS **DECREASES** GEOMETRICALLY THE FARTHER THE STABILIZER IS FROM ITS **TARGET.**

THE **ONLY** WAY IT'LL WORK IS IF THIS **HARNESS** I'VE RIGGED UP IS PLACED IN **DIRECT CONTACT** WITH EQUINOX.

TROUBLE IS, THAT COULD BE A REAL **GOOD** WAY FOR THE PERSON **HOLDING** THIS LITTLE BABY TO GET HIMSELF VERY, VERY **DEAD.**

HE'S *MY* SON, SPIDER-MAN. *I'LL* DO IT.

DON'T BE *SILLY.* IF EVER A--*HUH*?!? MY SPIDEY SENSE JUST KICKED INTO *OVERDRIVE.*

LORD, IF THAT MEANS WHAT I *THINK* IT DOES...

YOU *GOT IT,* SPIDEY...

KTHA-W!

THE WALL'S EXPLODING!

GET DOWN, DR. SORENSON!!

YOU DIDN'T THINK YOU AND YOUR *SUPER-HERO PALS* COULD HIDE FROM ME *FOR-EVER,* DID YOU, MOM?

WE WEREN'T *TRYING* TO, LOUDMOUTH.

I'VE GOT TO *SPRAY* MY HANDS WITH *WEBBING!*

IT'S *FIRE-PROOF* AND THESE IMPROVISED "BOXING GLOVES" SHOULD *PROTECT* ME WHEN I *HIT HIM.*

YOU'LL *PARDON* US, I'M SURE, IF WE *DON'T* GIVE UP WITHOUT A *FIGHT!*

SOK!

FINE BY ME, HERO!

WHAM!

I'LL... **BET.** THAT SHOT NEARLY TOOK MY **HEAD OFF**--AND **MY** PUNCHES AREN'T EVEN **SLOWING HIM DOWN!**

I **HATE** TO BUST UP REED RICHARDS' **LAB,** BUT SINCE FISTS ALONE WON'T **DO THE TRICK--!**

SHAK!

*SPIDER-MAN DOESN'T **NOTICE** A WALL PANEL POP **OPEN** BEHIND HIM AS HE PULLS THE POWER CORE **LOOSE...***

*...MUCH LESS THE ORNATELY CARVED **WAND** THAT FALLS FREE OF THE **STASIS SAFE** A MOMENT LATER.*

*EVEN IF HE **HAD,** IT WOULD HAVE.MEANT **NOTHING** TO HIM. BESIDES, SPIDEY HAS **OTHER** THINGS ON HIS MIND RIGHT NOW-- LIKE **STAYING ALIVE.***

FLASH!

SO MUCH FOR **THAT IDEA.**

WISH THE **WASP** WAS HERE. SHE COULD **DIS-TRACT** NOXIE, GIVE ME THE **TIME** I NEED. BUT THE SECURITY COMPS MUST'VE **ZAPPED** HER LONG--

NO!

I COULDN'T **DODGE** IN TIME! NOXIE'S **PINNED** ME IN AN **ICE STRAIGHT-JACKET!**

THAT'S **RIGHT,** INSECT--AN' I'M **NOT** GIVIN' YOU A CHANCE TO **BREAK LOOSE!**

OFF-BALANCE... CAN'T **BRACE** MY-SELF--AND **SHACKLED** LIKE THIS I'M A **SITTING DUCK** FOR NOXIE'S PUNCHES.

CAN'T TAKE MUCH **MORE** OF THIS...

YOU'RE **FINISHED,** WALL-CRAWLER!

ROK!

BDAM!

WRONG, EQUINOX! **YOU'RE** FINISHED!

WHO--?!?

YELLOWJACKET!

BUT THAT'S *IMPOSSIBLE*-- YOU'RE *DEAD!* I SAW YOU *BURN!*

I KILLED YOU!

IF *YOU* SAY SO, SON.

SPIDEY, I'M *BACK.* SORRY I TOOK *SO LONG*, BUT-- *HANK!!*

DON'T ASK *QUESTIONS*, HONEY, JUST *DO AS I SAY--*

WASP?!?

--AND LET EQUINOX *HAVE IT* WITH *EVERYTHING YOU'VE GOT!!*

MY PLEASURE, LOVER.

THIS IS SOMETHING I'VE *WANTED* TO DO *ALL EVENING!*

AARRRGH!!

H-HUH?!?

M-MY *STINGERS*--!?! THE ENERGY BOLTS BLEW EQUINOX *ACROSS THE LAB!* I--I *HURT* HIM!

HAPPY BIRTHDAY, HON-- DON'T WORRY, I'LL *EXPLAIN* EVERYTHING LATER.

YELLOWJACKET, YOU'RE *ALIVE!* OH, THANK *HEAVEN.* BUT QUICKLY-- WHILE MY SON'S *STUNNED*--THIS *THERMIC STABILIZER* WILL STOP HIS *RAMPAGE.*

MARGAY SORENSON! EQUINOX IS... *YOUR SON???*

KOW!

LATER, DOC! SLAP THAT STABILIZER ACROSS NOXIE'S SHOULDERS-- FAST--!

--BEFORE HE CAN RECOVER ENOUGH TO CUT LOOSE WITH ANOTHER THERMIC BLAST!

AS GOOD AS DONE, SPIDER-MAN.

HERE'S HOPING THIS CONTRAPTION WORKS.

IT DOES.

YARRRRGH!

HE'S DOWN, AND FROM THE LOOKS OF THINGS, HIS BODY'S STOPPED ITS FIRE-AND-ICE CHANGES-- FOR THE MOMENT.

THE BOY STILL ISN'T HUMAN, SPIDEY. I WONDER IF HE'LL EVER BE.

H-HANK--?

HANK!!

WHA--?! WHY YOU CALLOUS, UNFEELING, SADISTIC LUMMOX, I--I--

HIYA, LITTLE ONE--MISS ME?

--I THOUGHT I'D DIE.

I DARN NEAR DID, JAN. I THINK I USED UP ALL MY LUCK FOR THE REST OF MY LIFE.

WHAT HAPPENED, DOC? THAT FUEL TRUCK EXPLOSION MUST'VE CAUGHT YOU FAIR-AN'-SQUARE.

IT DID, SPIDEY...

"...BUT IN THE INSTANT BEFORE EQUINOX'S FIREBOLT IGNITED THE TRUCK, I ZAPPED MYSELF DOWN TO INSECT SIZE.

"MY INFINITESIMAL MASS ENABLED ME TO RIDE THE SHOCK WAVES AWAY FROM GROUND ZERO... THOUGH THE BLAST KNOCKED ME UNCONSCIOUS. WHEN I CAME TO, I SET OUT TO FIND YOU."

AS FOR JAN'S SOUPED-UP POWERS... WELL, I SECRETLY GAVE HER A SERUM WHICH MODIFIED THE EFFECTS OF THE ORIGINAL "WASP" FORMULA AS A BIRTHDAY PRESENT, HARNESSING THE ENERGY INVOLVED IN HER SHRINKING...

...SO THAT THE SMALLER SHE GETS, THE MORE POWERFUL SHE GETS--AND I REDESIGNED HER STINGS TO TAP HER HEIGHTENED BODY-ENERGY. ALL THE PROCESS NEEDED TO ACTIVATE WITHIN JAN WAS AN INJECTION OF SYNTHETIC ADRENALIN.

BUT WHEN SHE SAW MY "DEATH," HER BODY PRODUCED ENOUGH ADRENALIN TO TRIGGER THE PROCESS.

COMING TO POLICE H.Q. WITH US, SPIDER-MAN?

WELL... NO... NOT RIGHT AWAY.

CRIPES! THIS PLACE IS A MESS!

AN' IT'S JUST MY LUCK TO BE THE ONLY ONE LEFT TO TIDY IT UP.

MAN, SOME DAYS IT DOESN'T PAY TO EVEN GET OUT OF BED!

HE BEGINS TO WORK, WHILE BEHIND HIM, UNNOTICED AMID THE WRECKAGE, THE CARVED WAND BEGINS TO... GLOW.

NEXT ISSUE:

THINGS GO FROM BAD TO WORSE FOR OUR HERO AS HE AND THE HUMAN TORCH FIND THEMSELVES FIGHTING FOR THEIR LIVES AGAINST A FOE SO DEADLY THAT:

NOT ALL THEIR POWERS CAN SAVE THEM!

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND THE

HUMAN TORCH™

WHY ARE THE FANTASTIC FOUR TRYING TO KILL ME?

IF YOU THINK SPIDEY'S CONFUSED RIGHT NOW--

--IMAGINE HOW THE TORCH FEELS!

Stan Lee PRESENTS: SPIDEY AND THE TORCH--TOGETHER! TM

CHRIS CLAREMONT AUTHOR / JOHN BYRNE ARTIST / DAVE HUNT INKER / JOHN COSTANZA DAVE HUNT LETTERER COLORIST / ARCHIE GOODWIN EDITOR

NOT ALL THY POWERS CAN SAVE THEE!

SCENE: THE BAXTER BUILDING...

WHAT A MESS!

BETTER GET YOUR ACT TOGETHER, PARKER. AFTER ALL, YOU, YELLOWJACKET, AND WASP WRECKED REED RICHARDS' LAB DURING YOUR BATTLE WITH EQUINOX--*

--THE LEAST YOU CAN DO IS TIDY THE PLACE UP.

YEUCH!

NEXT TIME, SOMEONE REMIND ME TO STAY IN BED!

FIRST THINGS FIRST, WALL-CRAWLER...

*DRAMATICALLY PORTRAYED LAST ISSUE--ARCHIE.

...NAMELY STAYING ALIVE!

HOLD IT! MY SPIDEY-SENSE--!

I'M NOT ALONE IN HERE!

CRIPES!

THAT ARM--IT'S THE THING!

THWAM!

AND JUDGING BY THAT PUNCH, HE'S OUT FOR BLOOD!

YEE-OWWW!!

FWOOSH!

CUT IT OUT, MATCH-HEAD! THIS IS SPIDEY, FOR CRYIN' OUT LOUD--ONE OF THE GOOD GUYS!

NO ANSWER.

A JOKE'S A JOKE, FELLAS, BUT THIS IS GETTING OUT OF HAND.

AND I'M GETTING OUT OF HERE. IF THE FF ARE REALLY AFTER MY SCALP, I'VE GOT ABOUT AS MUCH OF A CHANCE...

...AS THE PROVERBIAL SNOWBALL IN--

HEY!

BOP!

IT MUST BE... THE INVISIBLE GIRL'S FORCE FIELD--BOUNCING ME OFF THE WALL!

AND HERE COMES MR. FANTASTIC! OKAY, PEOPLE, I CAN TAKE A HINT. I'M LEAVING!

STRANGE. THEY KEEP HITTING ME ONE AT A TIME.

AS A TEAM, THEY COULD HAVE ZAPPED ME LONG AGO.

ON THE OTHER HAND, THEY'RE DOING A DARN GOOD JOB INDIVIDUALLY.

NO!!

A FORCE FIELD BUBBLE AROUND MY HEAD-- CUTTING OFF MY AIR!

DON'T... UNDERSTAND. THE FF AN'... I'VE NEVER BEEN THE BEST OF FRIENDS...

...BUT... NEVER ENEMIES... EITHER.

STRANGLING ...BUT... WON'T GIVE UP. HAS TO BE... WAY OUT!

DR. RICHARDS, ALL OF YOU-- WHY ARE YOU DOING THIS?!

WHY?!?

HUH--?! THE BUBBLE'S GONE! I CAN BREATHE.

OH, I THINK THIS IS GOING TO HURT.

BOOM!

CRASH!

I...WAS... RIGHT.

FAR OUT. I'M... STILL ALIVE.

AND I HURT! ALL OVER. MY ENTIRE BODY IS A WALKING, TALKING EXCEDRIN HEADACHE.

MAN, I MUST BE ALL RIGHT. I'M FALLING TO MY DEATH, AN' ALL I CAN DO IS CRACK JOKES.

HA HA.

ROLLED WITH THE THING'S PUNCH. SURVIVED IT-- BARELY. BUT... NOW WHAT?!?

BODY IN SHOCK, NOTHING SEEMS TO WORK! CAN'T ANGLE MY FALL, FIRE MY WEB-SHOOTERS--NOTHING!

I'VE HAD IT!

THAT'S MY FAVORITE WEB-SLINGER, ELOQUENT TO THE END.

AH, SPIDEY, WHERE WOULD YOU BE WITHOUT THE HUMAN TORCH, I ASK YOU?

THIS IS... RIDICULOUS!

FIRST STORM AND HIS FF BUDDIES TRY TO KILL ME-- NOW HE SAVES MY LIFE!

SOMETHING IS DEFINITELY NOT RIGHT HERE-- AND MAY PARKER'S BRIGHT-EYED NEPHEW IS GOING TO FIND OUT WHAT IT IS.

HALLELUJAH! MY BODY'S STARTING TO WORK AGAIN...

...AN' FLAME-BRAIN THINKS I'M STILL OUT COLD.

SSSOOO...

THWIP

HEY! YOU FLIPPED, SPIDEY--? WHAT D'YA THINK YOU'RE DOING?!

RETURNING KIND FOR KIND, MR. STORM--

--WITH INTEREST!

BEAUTIFUL, IF I DO SAY SO MYSELF.

JUST BEFORE WE HIT, I THROW MY BODY FORWARD, TOSSING TORCHY DOWN ONTO THE ROOF-- HARD --! STUNNING HIM...

...WHILE I ROLL CLEAR!

SO MUCH FOR THAT IDEA. HE RECOVERED AS FAST AS I DID.

YOU LITTLE TWERP, WHAT'S THE BIG IDEA?!?

IN CASE YOU HADN'T NOTICED, BUG-BRAIN, I JUST SAVED YOUR RED-AN'-BLUE BUTT!

KIND OF YOU.

ESPECIALLY AFTER YOU AND THE REST OF THE FANTASTIC FOUR JUST FINISHED USING ME AS A PUNCHING BAG!

I DON'T TAKE THAT FROM *ANYBODY*, STORM!

WHAT *ARE* YOU *TALKING ABOUT?* ARE YOU SAYING THE *FF ATTACKED* YOU?!?

YOU *GOT* IT.

NO WAY, SPIDEY. IT *COULDN'T* HAVE BEEN THE *FF*--

--BECAUSE THE *FF AREN'T HOME!*

AND EVEN IF WE *HAD BEEN*, WE WOULDN'T ATTACK *YOU*.

THEN *WHO DID?!?*

GOOD QUESTION. MUST'VE BEEN SOMEONE WHO CAN *MIMIC* OUR POWERS...

OH MY GOD.

WITHOUT ANOTHER WORD, JOHNNY STORM PIVOTS IN MID-AIR AND *STREAKS* FOR THE BAXTER BUILDING...

...AS IF *ALL* THE DEMONS IN *HELL* WERE SNAPPING AT HIS *HEELS*.

LEAVING A VERY CONFUSED WALL-CRAWLER BEHIND TO WONDER...

WHAT THE HECK IS *GOING ON HERE?!?*

IF I HAD ANY *SENSE*, I'D GO HOME AND HIT THE *SACK*. I'VE GOT *CLASSES* IN A FEW HOURS.

OH, WHO'M I *KIDDING*? WHOEVER ZAPPED ME MIGHT *STILL* BE THERE...

...AND *SOMEBODY'S* GOTTA KEEP TORCHY OUT OF *TROUBLE*.

LOOKS *OKAY* FOR NOW, THOUGH--MY SPIDEY-SENSE ISN'T *TINGLING*.

FIND ANYTHING, HOTSHOT?

TORCH! YOU FIND ANYTHING?!?

YES!! YOU DUMB--! D'YOU HAVE ANY IDEA WHAT YOU'VE DONE?!?

I DON'T EVEN KNOW WHAT YOU'RE TALKING ABOUT.

I'M TALKING ABOUT THIS!

A GREEN, CARVED STICK. SO WHAT?

LOOK, TORCHY, WHY DON'T YOU COOL YOUR ACT A LITTLE--

--AND START FROM THE BEGINNING? IF IT'S IMPORTANT, ARGUING IS ONLY GOING TO MAKE THINGS WORSE.

"I GUESS SO. IF I'M FRAZZLED, PAL, IT'S BECAUSE I'M SCARED. MY STORY'LL TELL YOU WHY.

"IT BEGINS WITH TIGRA--A LADY WHO'S PART HUMAN, PART CAT-PEOPLE.

"A FEW MONTHS AGO, SHE AND RED WOLF TANGLED WITH THE RAT PACK AND THEIR NEW LEADER, JOSHUA PLAGUE.

"PLAGUE HAD RIPPED-OFF THIS STICK--SAID TO BE THE LEGENDARY SOUL-CATCHER--FROM AN INDIAN TRIBE.

"TIGRA AND RED WOLF FIGURED TO TAKE IT BACK.

"UNFORTUNATELY, PLAGUE TURNED OUT TO BE THE SUPER-SKRULL IN DISGUISE. THE LADY AND HER INDIAN FRIEND GOT STOMPED, BUT GOOD.

"SKRULLY TRIED TO ABSORB TIGRA'S SOUL INTO THE 'CATCHER! ONLY HIS PLAN BACKFIRED.

"THE TOTEM LEFT TIGRA ALONE AND ABSORBED THE SKRULL INSTEAD. *

* AS SEEN IN MARVEL CHILLERS #7. --A.G.

"THE SOUL-CATCHER ENDED UP AT THE LOCAL **POLICE HEADQUARTERS,** EVIDENCE IN A MURDER. **TIGRA** HERSELF WAS ONE OF THE **CHIEF SUSPECTS.**

"SHE FIGURED THE TOTEM WAS TOO **DANGEROUS** TO BE LEFT IN JUST **ANY-ONE'S** HANDS, SO--DESPITE THE RISK OF **ARREST**-- SHE SLIPPED IN ONE NIGHT AND **'BORROWED'** IT.

"EVENTUALLY, SHE BROUGHT IT TO **REED.**"

WHY **ME,** TIGRA?

YOU'VE **FOUGHT** THE SKRULL. LOOK, GUYS, I HAVE **NO IDEA** HOW THIS THING **WORKS.**

I DON'T WANT IT **STEALING** ANYONE ELSE'S **SOUL!**

OR LETTIN' SKRULLY **FREE,** NEITHER. HOW'S ABOUT I **BREAK** THIS THING-- **ACCIDENTLY-LIKE.**

UNNNFF!

HEY-- **WHAT GIVES?!** IT AIN'T BREAKIN'!

BEN, **WAIT!** WE'RE DEALING WITH POWERS WE **DON'T UNDER-STAND.**

AND UNTIL WE KNOW **MORE,** IT'S BEST THAT WE DO **NOTHING.**

FOR THE MOMENT, THE SOUL-CATCHER WILL BE PROTECTED--AND **HARM-LESS**-- INSIDE THIS **STASIS SAFE.**

UNTIL I CAN FIND A WAY TO **NEUTRALIZE** ITS POWERS.

I CAN GUESS THE REST. DURING THE FIGHT WITH **EQUINOX,** THE SAFE MUST'VE BEEN **TORN OPEN...**

YEAH, AND IF THE SKRULL'S MANAGED TO **BUST LOOSE...**

WOULD IT **HELP** IF I SAID I WAS **SORRY?**

TORCH--!

SPIDER-SENSE'S **SCREAMING LIKE MAD!**

WHAT D'YOU **MEAN--?** THE ROOM'S **EMPTY!**

TELL ME ABOUT IT.

WHAM!

FOOLS, YOU SHOULD HAVE RUN WHILE YOU HAD A MOMENT'S CHANCE! NOW YOU'VE LOST BOTH YOUR CHANCE--AND YOUR PUNY HUMAN LIVES--

--AT THE HANDS OF THE SUPER SKRULL!!

HEY, BIG FELLA, D'YOU THINK WE COULD TALK THIS OVER?

I GUESS NOT.

TORCHY, MY PROFESSORS ARE NOT GOING TO ACCEPT THIS AS A VALID EXCUSE FOR MISSING MORNING CLASSES.

WELL, YOU COULD ALWAYS INVITE 'EM TO YOUR FUNERAL.

ON THAT NOTE, WE SHIFT OUR SCENE UPTOWN AND TO THE LEFT, TO THE WEST-SIDE STATION HOUSE...

...OF THE MIDTOWN-NORTH PRECINCT, NYPD.

--DA'S OFFICE IS PUSHING FOR AN ARRAIGNMENT BY NEXT TUESDAY...

COMMANDED BY CAPTAIN JEAN DeWOLFF.

SUBJECT TO THE FINDINGS OF THE BELLEVUE SHRINKS.

AND THAT JUST ABOUT WRAPS THE "EQUINOX" CASE UP.

THANK GOD.

CAN'T HELP FEELING SORRY FOR THE BOY, THOUGH.

THE EVIDENCE SEEMS TO INDICATE THAT TERRY SORENSON WAS INSANE AS EQUINOX-- BUT THAT'S THE COURT'S PROBLEM, NOT OURS.

AM I... BUSHED! LET'S CALL IT A NIGHT.

BUY YOU BREAKFAST, LT. SCARFE?

CAPTAIN DeWOLFF!

WHAT IS IT, MALLOY?

TROUBLE AT THE BAXTER BUILDING, CAP'N--SOME KINDA FIGHT.

IT'S AN ALL POINTS, SKIPPER! CODE 3!

SO MUCH FOR BREAKFAST.

LET'S MOVE, LIEUTENANT. WHERE THE FF ARE CONCERNED, THIS COULD BE ANYTHING FROM A FAMILY SQUABBLE TO THE FIFTH COMING OF GALACTUS--

--AS IF LIFE IN THE BIG APPLE WASN'T ROUGH ENOUGH ALREADY!

...SINCE THE MAJOR ACTION IS IN YOUR PRECINCT, DeWOLFF, THE COMMISSIONER'S GIVING YOU TACTICAL COMMAND.

HOW ABOUT GIVING ME SOME HELP, CENTRAL? LIKE KRIS KEATING'S HOTSHOT SWAT GOONS!

THEY'RE... UNAVAILABLE.

BEAUTIFUL.

A FEW VERY FAST BLOCKS LATER, NEAR THE WEST-SIDE PENN CENTRAL TRAINYARDS...

LOOK--! THE HUMAN TORCH AND SPIDER-MAN!

BUT WHO'RE THEY FIGHTING?

SIRENS! SOUNDS LIKE EVERY COP IN NEW YORK--AND THEN SOME!

NO TIME TO THINK ABOUT THAT NOW! I'VE GOT TO GET SKRULLY OFF THE TORCH'S BACK.

IT'S A MIRACLE WE'VE BOTH SURVIVED THIS LONG.

SPLUTCH!

HEY, LAVA-LIPS--

HERE'S WEB IN YER EYE!

SPIDEY! I TOLD YOU TO STAY OUT OF THIS!

WATCH THE ARM, CHUCKLES-- IT BREAKS!

IMPUDENT EARTHLING! YOU DARE MATCH YOURSELF AGAINST YOUR BETTER?!

BROW

LEARN THEN THE ERROR OF YOUR WAYS!

ME AND MY BIG MOUTH-- HOO-BOY, IS MY JAW GONNA BE COLORFUL TOMORROW MORNING.

ASSUMING I'M STILL ALIVE TOMORROW MORNING.

I WAS EXPECTING THAT PUNCH, BRACED AND READY FOR IT--AND IT STILL DARN NEAR TOOK MY HEAD OFF!

THERE HAS TO BE A BETTER WAY! TROUBLE IS, IF I EVER FOUND IT--

--I WOULDN'T FEEL LIKE YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN ANYMORE.

OKAY, I'VE TAKEN ALL THE TIME I DARE. I SURE HOPE MY HEAD'S CLEAR...

...'CAUSE THIS IS ONE SHOT I CAN'T AFFORD TO MISS!

YIKES!

SWOOSH

TALK ABOUT YOUR CLOSE SHAVES! MAN, IF I'D BEEN WEARING AN EXTRA LAYER OF COSTUME--!

MY UPSWING'S TAKING ME TOWARDS THE POLICE.

THAT 30'S ROAD-STER--! I'D KNOW IT ANY-WHERE!

TOP O' TH' MORNIN', T'YE, CAP'N DeWOLFF, MA'AM.

NICOLESCU

CAN THE BROGUE, WALL-CRAWLER. IT'S PATHETIC.

THIS IS LT. RAFAEL SCARFE, BOROUGH SPECIAL OPERATIONS. WHAT'S GOIN' ON HERE, MISTER?

THE SUPER-SKRULL, LADY-- AND HE'S STRONGER THAN EVER. TORCHY AND I HAVE BEEN DOING OUR BEST--

--TRYING TO STAY ALIVE AND KEEP HIM BUSY 'TIL SOME HIGH-POWERED HELP ARRIVED...

WAIT A MINUTE!

THOSE GENERATORS GIVE ME AN IDEA-- A LONG SHOT, SURE, BUT... CAP'N DeWOLFF, CAN YOUR PEOPLE KEEP THE SKRULL OCCUPIED?

WE CAN TRY, MISTER. AFTER ALL, THAT'S WHAT WE'RE PAID FOR.

THANKS.

HEY, SKIPPER, I KNOW REED RICHARDS DESIGNED THESE BLASTERS, BUT--

BELT UP, RYAN. YOU WANNA LIVE FOREVER?! C'MON, LET'S GET TO WORK.

NYPD

NYPD

OPEN FIRE!!

NICE TRY, TROOPS-- BUT EVEN REED'S BLASTERS AREN'T GONNA DO MORE THAN TICKLE THE CREEP.

HEY--!!

ZRAK!

TH WART!

WEBBING?!?

HOW PERCEPTIVE OF YOU, MR. STORM. I DIDN'T THINK YOU'D NOTICE.

COME TO PAPA.

I'LL "PAPA" YOU, LUNKHEAD! WHAT'S THE BIG IDEA?! I'VE GOT--

--MORE IMPORTANT THINGS TO DO! FOLLOW ME.

A FEW MINUTES LATER...

THIS IS CRAZY. THOSE COPS ARE GETTING MAULED, AND WE'RE DOWN HERE TYIN' RAILS INTO KNOTS!

TRUST ME, OKAY?! MY IDEA WILL WORK-- HEY, FLAME-FACE, DIDN'T YOU EVER SEE THAT OLD SF FLICK, "THE THING"?

I LIVE WITH A THING, REMEMBER?

FOR YOU, I'LL MAKE THIS SIMPLE-- WHEN THE SKRULL FLIES BETWEEN THE POLES...

...IT'LL BE LIKE HE STUCK HIS NOSE INTO A LIGHT SOCKET. BANG, ZAP, POW-- NO MORE SKRULL. I HOPE.

NICE IDEA, SPIDEY. QUESTION IS, HOW ARE YOU GOING TO PERSUADE THE SKRULL TO FLY INTO YOUR IMPROVISED TRAP...?

EVERYONE, FALL BACK!

WE CAN'T HOLD HIM!

AYE, HUMANS--FLEE BEFORE THE POWER OF THE MIGHT-IEST WARRIOR IN THE SKRULL EMPIRE!

AND THANK YOUR GODS I LET YOU ESCAPE WITH YOUR LIVES!

THE SO-CALLED HUMAN TORCH AND HIS COMPANION WILL NOT BE SO LUCKY.

HEADS UP, PARTNER--COMPANY'S COMIN'! AND HE LOOKS LIKE HE MEANS BUSINESS!

TAKE CARE OF THINGS HERE, SPIDEY. I'LL KEEP SKRULLY OFF YOUR BACK.

DON'T FORGET TO WRITE!

TORCHY'S REALLY POURING IT ON. HIS FLAME'S BURNING SO BRIGHT, IT'S LIKE STARING AT A MINIATURE STAR.

I'D BETTER GET BACK TO WORK--OBOY! I JUST HAD AN AWFUL THOUGHT--

--AFTER ALL THIS, WHAT IF MY PLAN DOESN'T SUCCEED?

PLACE-CUT: A THOUSAND YARDS UP THE HUDSON--WHERE WE FIND A STATELY OCEAN LINER, LAST OF A PROUD LINE (HER 7PM DEPARTURE DELAYED BY A WILDCAT STRIKE)...

...MAKING HER WAY OUT TO SEA.

AND ABOARD THAT LINER, AS FASCINATED BY THE RIVERSIDE DONNYBROOK AS THE REST OF HER FELLOW PASSENGERS...

...WE FIND CAROL DANVERS, EDITOR OF "WOMAN" MAGAZINE.

THEY'RE SUPER-HEROES, DANIEL. YOU GET USED TO THEM IN NEW YORK.

I SHOULD KNOW. AS MS. MARVEL, I'M ONE OF THEM.

I WISH I COULD TELL WHO THE TORCH IS FIGHTING. BLAST IT! I WANT TO HELP!

BUT I CAN'T. THE WING COMMANDER'S STICKING TO ME LIKE A LEECH. THERE'S NO WAY I CAN SWITCH TO MS. MARVEL WITHOUT BLOWING MY REAL IDENTITY SKY-HIGH!

THAT'S A **PITY**, MS. DANVERS-- BECAUSE THE **TORCH** HIMSELF WOULD BE THE **FIRST** TO ADMIT HE **NEEDS** YOUR HELP...

ONE POINT IN MY FAVOR, AT LEAST--MY POWER'S A LOT **STRONGER** NOW THAN WHEN WE LAST FOUGHT. MY FLAME BLASTS ARE **STAGGERING** HIM.

BUT **THAT'S ALL!**

THE SKRULL **STANDS FIRM** UNDER THE TORCH'S **ONSLAUGHT** --WHILE, ACROSS THE UNIVERSE, AN **ASTEROID** ORBITING THE **SKRULL THRONE-WORLD**...

...**MONITORS** THE BATTLE...

...**BRIDGING**, AS IT HAS FOR YEARS, THE **UNIMAGINABLE** GULF BETWEEN HIS WORLD AND OURS WITH A MONSTROUS **ENERGY BEAM**--

GOTTA **KEEP UP** THE **PRESSURE!**

FOOL, YOU FIGHT A **LOSING BATTLE**-- FOR MY POWERS DO **MORE** THAN **MIMIC** THOSE OF THE **FANTASTIC FOUR.**

THEY **SURPASS** THEM!

--A BEAM DESIGNED TO GIVE THE SKRULL **ALL** THE RAW POWER HE'LL **EVER NEED**...

...AND **MORE.**

OH, YEAH? IF YOU'RE SO **HOT**, UGLY, HOW COME YOU'VE **ALWAYS** BEEN **BEATEN**?!

THE **PAST** DOES NOT **MATTER**, CHILD -- THERE IS ONLY THE **PRESENT.**

WHEREIN I SHALL **MATCH** MY ANTI-MATTER BLASTS AGAINST THE **FULL FORCE** OF YOUR **NOVA FLAME**--

--AND **CONQUER!!**

WITLING! HAVE YOU FORGOTTEN THAT WHILE YOU HAVE BUT ONE POWER--I HAVE MANY?!

AND I CAN ATTACK WITH THEM ALL!

THE FINAL VICTORY IS MINE!!

SHOK!

THING FIST COMING AT ME! NO!!

TORCH!!

HE TOOK THAT PUNCH HEAD ON! I'VE GOT TO GET UP THERE!

CAPTAIN DeWOLFF, IS HE--?!?

I'M... ALIVE, PAL. BARELY. SHOCK OF PUNCH...NEARLY TOTALED ME.

MANAGED TO... BREAK MY FALL... JUST BEFORE I... HIT.

YOU REST EASY, PAL. MY POWER GRID'S ALL SET TO GO AND--

DON'T DO IT, SPIDEY! FOR PITY'S SAKE, YOU'RE ONE MAN--!

THIS JOB NEEDS THE WHOLE FF, OR THE AVENGERS...

AN'... BROTHER, YOU SURE... AIN'T THEM. SO BE SMART ...FOR ONCE I... KNOW IT'LL BE A STRAIN...

...STAY... OUT OF THIS. STAY... ALIIIIIIVE...!

HE'S NOT AS BAD AS HE LOOKS, JUST BANGED UP A BIT. WITH REST, HE'LL BE GOOD AS NEW IN NO TIME.

SPIDEY... YOU'RE GOING AFTER THE SKRULL, AREN'T YOU? DESPITE WHAT THE TORCH SAID, SPIDEY, HE WAS RIGHT--!

CAPTAIN DeWOLFF...

...I'VE GOT TO DO WHAT I'VE GOT TO DO.

THERE!

THIS SENSOR I JURY-RIGGED IN REED RICHARDS' LABORATORY HAS NOT FAILED ME. THE PRIZE I SEEK IS ABOARD THAT AQUATIC VESSEL.

A FEW MOMENTS MORE, AND IT WILL BE MINE!

THWIIIP

NOT IF I CAN HELP IT, BUNKIE!

=!?!=

YOU WANT YOUR TOY BACK, YOU REFUGEE FROM THE MUPPETS' MONSTER LINE-UP!

-- YOU'LL HAVE TO TAKE IT!

THAT I SHALL ENJOY DOING, HUMAN WORM--

--FROM YOUR CRUSHED AND BROKEN BODY!

TALK IS CHEAP, DUMBO.

THAT'S THE SPIRIT, SKRULLY. ALL YOU HAVE TO DO IS FOLLOW MY LEAD...

...WHILE ALL I HAVE TO DO IS THROW THIS SWITCH!

CLAK!

"AND LET NATURE TAKE ITS COURSE.

25

"HEY--IT WORKED!"

FOR A MOMENT, IT LOOKS LIKE SPIDEY'S PULLED IT OFF. AND THEN...

YOU-- DARE?!

BY ALL THE GUARDIANS OF ALL THE PITS OF HELL--

--THE SUPER-SKRULL WILL BE FREE!!

DID YOU THINK I WAS SOME WEAKLING, TO BE BESTED BY A CHILD'S CONSTRUCT OF WIRE AND METAL?!?

THE THOUGHT HAD CROSSED MY MIND.

I HAVE STOOD ENOUGH INSOLENCE. BEFORE I AM DONE, HUMAN, YOU WILL BEG ME FOR THE SWIFT, SURE RELEASE OF DEATH.!

THEN-- AND ONLY THEN, SPIDER-MAN-- WILL YOU FINALLY DIE.!!

I HAD A FEELING IT WAS GONNA BE ONE OF THOSE DAYS!

IT'S SPIDEY AND MS. MARVEL JOINING FORCES TO FACE THE SUPER-SKRULL IN A BATTLE ROYAL THAT RANGES FROM THE PENN CENTRAL RAIL YARDS TO THE STATUE OF LIBERTY-- BUILDING TO THE SURPRISE ENDING OF THE YEAR. BE HERE IN 30 DAYS FOR...

ALL THIS, AND THE QE 2!

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

Ms. MARVEL™

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HE'S GOT ALL THE POWERS OF THE FANTASTIC FOUR.. AND MORE!

HAVOC ABOARD THE QUEEN ELIZABETH II!

SHOWDOWN WITH THE SUPER-SKRULL!

Stan Lee PRESENTS: SPIDEY AND M.S. MARVEL! - TOGETHER! TM

CHRIS CLAREMONT AUTHOR / JOHN BYRNE ARTIST / DAVE HUNT INKER / J.COSTANZA, DAVE HUNT, LETTERER COLORIST / ARCHIE GOODWIN EDITOR

ALL THIS and the QE2

6750

EVER HAVE ONE OF THOSE DAYS? WELL, SPIDEY'S BEEN HAVING ONE SINCE LAST ISH:-- WHEN HE FOUND HIMSELF IN DEADLY CONFLICT WITH THIS GENTLEMAN...

YOUR PUNY MACHINES CANNOT HIDE YOU FROM THE SUPER-SKRULL, HUMAN--NOR CAN YOUR SO-CALLED POWERS SAVE YOU FROM MY WRATH!

WHEN I GET MY HANDS ON YOU, SPIDER-MAN--

THOOM!

--I--WILL-- KILL-- YOU!!

AW, SKRULLY, I BET YOU SAY THAT TO ALL THE GUYS!

DOG OF A HUMAN, YOU WILL NOT ESCAPE ME!

I'M NOT REALLY TRYING TO, SKRULLY.

ALL I'M DOING IS KEEPING YOU OCCUPIED UNTIL SOME HIGH-POWERED HELP ARRIVES.

CAP'N DeWOLFF! THEY'RE NOT COMING.

CENTRAL CAN'T RAISE THE REST O' THE FF, THE AVENGERS -- NOBODY!

OH, NO! SPIDEY'S ON HIS OWN DOWN THERE AND DOESN'T EVEN KNOW IT.

HE'S AS GOOD AS DEAD.

THE CAVALRY BETTER ARRIVE SOON. I CAN'T KEEP UP THIS PACE MUCH LONGER.

BONG!

GLOPP!

FOOL! DO YOU THINK A MERE CANNISTER CAN HARM--

AARRGH!

YOU--! YOU..!!

DON'T SAY IT, SKRULLY. YOU'LL ONLY SPOIL BOTH OUR DAYS.

HEY, YOU'RE NOT...MAD, ARE YOU?

MY ANGER IS BEYOND WORDS, HUMAN!

LET MY ACTIONS SPEAK FOR ME!

WHAT HAPPENED? HIS FLAME BLAST PETERED OUT BEFORE IT EVEN GOT NEAR ME!

HEY, FELLA, ACTION'S SUPPOSED TO SPEAK LOUDER THAN WORDS, REMEMBER?

FWOOOOSH...

DIDN'T YOU PAY YOUR GAS BILL?

SOMETHING'S AFFECTING THE SKRULL'S FLAME POWER-- AND IT MAY HAVE AFFECTED ALL HIS POWERS.

SO HIT THE CREEP AND HIT HIM HARD!

I MAY NEVER HAVE THIS GOOD A SHOT AT HIM AGAIN!

KRAM

ACROSS THE INFINITE, AN ASTEROID-- ABANDONED AND FORGOTTEN BY ITS MAKERS OVER THE YEARS-- ORBITS THE SKRULL THRONE-WORLD.

THE ASTEROID AND ITS MACHINES HAVE BUT ONE PURPOSE: TO PROVIDE THE SUPER SKRULL WITH ALL THE RAW POWER HE NEEDS...

...AND MORE!

NO DOUBT ABOUT IT-- SKRULLY'S STRENGTH HAS BEEN CUT IN HALF.

HE'S STILL DANGEROUS, BUT I THINK I CAN HANDLE HIM.

AL 1301

THIS MUST BE RICHARDS' DOING!

AS WHEN WE FIRST FOUGHT,* HE HAS FOUND A WAY TO BLOCK THE ENERGY BEAM THAT GIVES ME MY POWERS!

*FF#18.--ARCHIE.

BY THE BLACK NEBULA--!

WIRES--! FALLING ALL AROUND US-- AND THEY'RE WHITE HOT!

SPIDEY LOOKS UP, AND, FOR ONCE, HE CAN'T EVEN CRACK A JOKE. ABOVE HIS HEAD, A SQUARE MILE OF POWER GRID GLOWS WITH ELDRITCH FIRE...

...WHILE ABOVE THE ELECTRIC CABLES, A BEAM TWENTY FEET WIDE AND BRIGHTER THAN THE SUN IS SUDDENLY VISIBLE, SLICING DOWN THROUGH THE ATMOSPHERE...

IS...THAT THE BEAM THAT GIVES SKRULLY HIS FF POWERS--? FROM HIS THRONEWORLD?!? CRIPES, THE ENERGY NEEDED TO PULL THAT OFF...

SOMEHOW... THE OVERHEAD WIRE GRID HAS SET UP AN INTERFERENCE FIELD BETWEEN THE BEAM...

"...AND THE SUPER-SKRULL!"

SO...IT IS NOT A WEAPON OR AN ATTACK AT ALL, ONLY AN ACCIDENT. BUT EVEN SO, ONE THAT WILL COST ME DEARLY...

...IF I LET IT.

THAT GENERATOR--! THE SKRULL BEAM IS ALREADY PUSHING IT WAY BEYOND ITS SAFETY LIMITS...

ZRAK!

IF SKRULLY BLASTS IT--!

BOOM!

MY... GOD.

LATER...

--REPORTS ARE *INCOMPLETE.* THE MASSIVE EXPLOSION *COLLAPSED* A SECTION OF ELEVENTH AVENUE INTO THE *PENN CENTRAL TRAINYARD...*

...BURYING YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* UNDER A FEW BILLION TONS OF *RUBBLE.*

DON'T ALL TRY TO *RESCUE* ME AT ONCE, PEOPLE.

I OUGHT TO BE *THANKFUL* FOR *SMALL* FAVORS, THOUGH. SKRULLY MUST'VE FIGURED THE *EXPLOSION* DID ME IN. I ALMOST WISH IT *HAD.*

SPIDER-MAN?

HOW CAN A BODY *HURT* SO MUCH AND STILL BE *ALIVE?*

GLAD TO SEE YOU *MADE IT,* WALL-CRAWLER.

I COULD TELL...

BACK OFF, MISTER! IT'S ONLY BEEN *MINUTES* SINCE THE SKRULL *BURNED* HIS WAY OUT OF HERE THROUGH THE BODIES OF *MY MEN.*

SORRY. I GUESS THAT MEANS I'VE *STILL* GOT WORK TO DO.

NYPD

THWIP!

HOW ABOUT A FREE RIDE TO THE WAR ZONE?

ALL RIGHT. I'LL RADIO THE CHOPPER PILOT TO TAKE YOU THERE--*OUT TO SEA.* TOWARDS THAT *LINER* IN THE UPPER BAY.

THANKS. I *THINK.* ONE MORE THING, LADY-- WHEN I GET BACK, *IF* I GET BACK--

--REMIND ME TO HAVE MY *HEAD EXAMINED.*

SURE THING, FRIEND.

AND SPIDEY--THIS IS ONE I *OWE YOU.*

TRANSITION: ABOUT FIVE MILES DOWN THE HARBOR AND AS MANY MINUTES BACK IN TIME--

...WHERE WE FIND A PROUD SHIP OF BRITISH REGISTRY, LATEST IN A LINE OF NOBLE VESSELS--

--OFF ON A TEN-DAY CARIBBEAN CRUISE. AND AMONG HER PASSENGERS IS CAROL DANVERS, EDITOR OF "WOMAN" MAGAZINE, GRABBING A BRIEF, WELL-EARNED VACATION.

AT LEAST, THAT WAS THE IDEA.

CAROL, THAT FLAME--!

A MISSILE HIT THE SHIP!

NOT A MISSILE, DANIEL-- A MAN!

AND NO LIGHT-WEIGHT, EITHER. TAKE A LOOK!

HE PUNCHED THROUGH THE HULL AS IF IT WAS MADE OF CARD-BOARD.

AND JUST INSIDE THAT HULL, IN A TOURIST CABIN ASSIGNED TO JOSIAH RUBIN--A MADISON AVENUE ANTIQUE DEALER--AND HIS WIFE...

MY ENTRANCE RENDERED THESE HUMANS UNCONSCIOUS.

NO MATTER. MY TRI-SCANNER HAS LED ME TO THE PRIZE I SEEK, WITH THE STRONGEST READINGS I'VE EVER SEEN.

LED ME TO THIS CLAY FIGURINE.

WHAT I SEEK...

...MUST BE HIDDEN INSIDE.

YES!!

THE CRYSTAL IS MINE! AND WITH IT-- THE STARS!

FOR THIS TINY GEM IS THE BASIC *POWER CATALYST* OF A MATTER/ANTI-MATTER *STAR DRIVE*. NOW THAT I *POSSESS* IT, I CAN CONSTRUCT A *STARSHIP*.

AND WHEN I *LEAVE*, I SHALL *DESTROY* THIS MUD-BALL EARTH AND ALL WHO LIVE UPON IT! ONCE MORE I SHALL RETURN TO THE HOME-WORLD IN *TRIUMPH*!

MANAGED TO GIVE DANIEL THE *SLIP*...

HALA! THAT'S THE *SUPER SKRULL*!

BY THE SEVEN MOONS, THAT *LIGHT*--!

DO THE HUMANS *STILL* WISH TO DO *BATTLE*?!

NOT *HUMANS*, SKRULL--JUST *ONE HUMAN*!

AND HER *NAME* IS-- *MS. MARVEL*!

KRAKOW!

I DO NOT UNDERSTAND. YOU CALL YOURSELF "HUMAN"...

...YET YOU WEAR THE UNIFORM OF THE CURSED KREE!

A UNIFORM PATTERNED AFTER THAT OF THE THRICE-DAMNED CAPTAIN MARVEL!

WE HAVE A... LOT IN COMMON.

WATCH IT-- UNNNGNH!

BOK!

NOT THE LEAST OF WHICH--

--IS A SOUL-DEEP HATRED FOR SKRULLS!

SHBOW!

OH, MY!

HALA! EMOTIONS CLOUDING MY MIND, WON'T LET ME THINK STRAIGHT-- OW!!

WHAM!

YOU SHOULD HAVE BETTER LEARNED YOUR PLACE, WOMAN!

EVEN THE WEAKEST SKRULL WARRIOR IS MORE THAN A MATCH FOR SUCH AS YOU!

FIRST ROUND TO HIM, THAT'S FOR SURE.

AT LEAST THAT LAST PUNCH CLEARED MY HEAD. WHATEVER MY KREE HERITAGE IS, IT DEFINITELY HAS ITS DRAWBACKS.

NEVER FELT SUCH... HATRED!

SKRULL!

CAN'T *WORRY* ABOUT THAT THOUGH. I HAVE MY *HANDS FULL* JUST STAYING *ALIVE.*

IT MAKES SENSE THAT THE SKRULL IS MOST *VULNERABLE* MIMICKING *MR. FANTASTIC*-- THAT'S WHEN I'VE GOT TO LET HIM *HAVE IT!*

HIT HIM, THEN HIT HIM *AGAIN!* STAY OUT OF REACH OF HIS "*THING*" *HANDS*-- AND *DON'T* GIVE HIM A *MOMENT'S GRACE!*

THAM!

UNFORTUNATELY...

WAIT! AS I HIT HIM, SOMETHING *FELL.*

BY THE *GREAT PAMA*--!

--A *CAVOURITE CRYSTAL!*

IT'S LIKE THE ONE *NASA'S* EXPERIMENTING ON, BUT WHERE THEIR CRYSTAL IS CRUDE-- THIS IS REFINED, *PERFECT.*

WHAT THE *SKRULL* COULD DO WITH THE AWESOME *POWER* IN THIS--

THE *SKRULL!* I'D *FORGOTTEN* ALL ABOUT--!

A BAD MISTAKE, MS. MARVEL. AND IN *YOUR* CASE...

SPLOW!

CUNARD

...POSSIBLY A *FATAL* ONE.

TOOK IT *HEAD...ON!* HALA, I'M LUCKY TO BE... *ALIVE*. MANAGED TO HOLD ON... TO *CRYSTAL*...

...BUT... HEADING STRAIGHT FOR... *STATUE OF LIBERTY*...

...CAN'T TURN--CAN'T EVEN *MOVE!* DON'T THINK I CAN SURVIVE... *IMPACT.*

?!?!

THWIP!

THWIP

SOMETHING... *GRABBED* ME!

WHOA-- BOY!!

STRAIN'S INCREDIBLE-- BUT I *CAN'T LET GO!*

'SIDES, I ALWAYS *WANTED* TO BE A *FOOT TALLER.*

LOOKS LIKE I *GOT* HERE IN THE PROVERBIAL *NICK OF TIME*. I RECOGNIZE THAT *COSTUME*, TOO!

HANG ON, MAR-VELL! I'LL GET YOU DOWN IN ONE PIECE!

PRESTO!

SPLASH!

UPSIE-DAISY, PAL-- *HEY?!?*

YOU'RE A *GIRL!*

THE TERM IS "*WOMAN*," FRIEND.

BUT YOU'VE GOT THE *RIGHT IDEA.*

A FEW MINUTES LATER, AFTER SPIDEY AND MS. MARVEL HAVE INTRODUCED THEMSELVES AND COMPARED NOTES...

WE HAVEN'T MUCH *TIME*. AS SOON AS THE SKRULL REALIZES *I'VE* GOT THE CRYSTAL, HE'LL BE *AFTER* ME WITH A *VENGEANCE.*

YOUR DESCRIPTION OF THE *EFFECT* THAT ELECTRIC GRID HAD ON HIS POWERS *IN-- TRIGUES* ME...

...AND GIVES ME AN *IDEA.*

BUT *YOU'LL* HAVE TO KEEP THE SKRULL *OCCUPIED* UNTIL I'M READY, SPIDER-MAN! CAN YOU *DO IT?*

I'M AFRAID THERE'S SOME *RISK* INVOLVED.

"NO KIDDING?"

WHERE IS SHE?! WHERE IS MS. MARVEL?!?

MY TRI-SCANNER INDICATES THE CRYSTAL IS STILL ABOARD THIS SHIP--AND SO IS SHE!

BY THE BLACK NEBULA, I HAVE STOOD ENOUGH--

--FFLUGPH!

SPLAT!

HI THERE. REMEMBER ME?

SPIDER-MAN.

I SHOULD HAVE SLAIN YOU WHEN I HAD THE CHANCE.

HEY, SKRULLY, ANYONE EVER TELL YOU ABOUT YOUR ONE-TRACK MIND?

I GUESS NOT. 'BYE-NOW!

I WANT THE CRYSTAL, HUMAN!

SO COME AND GET IT!

GOOD! LIKE MS. MARVEL AND I PLANNED-- SKRULLY'S FOLLOWING ME INTO THE SHIP, WHERE MY WALL-CRAWLING ABILITIES AND AGILITY...

...COUNT FOR MORE THAN HIS RAW POWER.

YEE-OWWW!

BETTER GET THE LEAD OUT! THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

MEANWHILE, ON THE MAIN DECK...

FROM THE SOUNDS OF THINGS, SPIDEY'S LEADING THE SKRULL A MERRY CHASE.

THE DEEPER INTO THE SHIP THEY GO, THE LESS CHANCE THERE IS OF INNOCENT PASSENGERS BEING HURT.

THEN AGAIN, WE'RE ASSUMING THE SKRULL WON'T RISK LOSING HIS CRYSTAL IN THE ATLANTIC BY SIMPLY BLASTING THE SHIP APART AROUND US.

A CALCULATED RISK, BUT THAT'S WHAT WAR IS ALL ABOUT.

AND MAKE NO MISTAKE-- LIKE IT OR NOT, THIS IS WAR.

HOPEFULLY, THIS GRID I'M WEAVING WILL DUPLICATE WHAT HAPPENED IN THE TRAIN YARDS ON A MUCH LARGER--YET MORE CONCENTRATED-- SCALE.

WITH THE SEEMINGLY LIMITLESS POWER OF THAT BROADCAST BEAM BEHIND HIM, THE SKRULL IS MORE THAN A MATCH FOR ANY LONE SUPER-HERO...

OUR BEST BET IS TO TRY TO JAM THE BEAM, CUTTING THE SKRULL'S POWER BACK TO A LEVEL SPIDEY AND I CAN HANDLE.

IT WON'T BE EASY. EVEN THOUGH I'LL BE RUNNING THE FULL POWER OF THE SHIP'S GENERATORS THROUGH THE GRID, A BEAM CAPABLE OF SPANNING INTER-GALACTIC SPACE WON'T BE HELD BACK FOR LONG.

OF COURSE, IF THE AVENGERS WERE TO SHOW UP IN THE NEXT FEW MINUTES, LIFE WOULD BE MARVELOUS.

YOU! YOUNG WOMAN! WHAT ARE YOU DOING TO MY SHIP?!

BRIEFLY, CAPTAIN, SPIDER-MAN AND I ARE TRYING TO STOP ONE OF THE DEADLIEST MENACES OUR WORLD HAS EVER KNOWN.

AND IF I HAVE TO SACRIFICE MY LIFE, SPIDEY'S LIFE, YOUR SHIP AND YOUR PASSENGERS TO STOP THE SKRULL, CAPTAIN--

--I'LL DO IT!

HO-HUM. ANOTHER DAY, ANOTHER *SEWER.*

SHEESH! WHOEVER WROTE ABOUT THE *"ROMANCE"* OF THE SEA, I'LL BET HE NEVER *WADED* THROUGH A LINER'S *BILGES.*

I'LL *NEVER* GET THIS *STENCH* OFF ME!

AND TO THINK, FOR *THIS* I'M MISSING *MONDAY CHEM-LAB! UH-OH!*

I HAVE A FEELING I'M *NOT ALONE* DOWN HERE.

HANDS--! GROPING FOR ME! I GUESS SKRULLY DIDN'T WANT TO GET HIS FEET *DIRTY.*

CAN'T *OUTRUN* 'EM... BUT SINCE THE SKRULL CAN'T *SEE* ME, WHY *TRY?*

RRRAK

I'LL JUST TEAR LOOSE THIS HANDY *BEAM!*

GOT TO WAIT 'TIL THE *LAST INSTANT.* IF I MISS, AND THOSE HANDS GET *AHOLD* OF ME...

THAT'S THE *SPIRIT,* BIG EARS. CLOSER... CLOSER... *CLOSER!*

AARRGH!

WHEREVER YOU ARE, DUMBO, I HOPE IT *HURTS.*

WELL, I MADE IT TO THE SHIP'S *CAR PARK DECK,* MS. MARVEL, LIKE WE *AGREED.*

KLANG!

IN *ONE PIECE,* TOO. I'VE DONE THE BEST I CAN, LADY. IF YOU'RE *NOT READY...*

THE GAME IS ENDED, HUMAN INSECT!

FASSH!

"ARACHNID," IF YOU PLEASE. WE SPIDER-TYPES ARE SENSITIVE SOULS.

WON'T YOU STEP INTO MY PARLOR--? AND GET A BIG SURPRISE.

WE MEET AGAIN, SKRULL. FOR THE LAST TIME.

I HAVE YOUR PRECIOUS CRYSTAL.

THEN I SHALL TAKE IT FROM YOUR CORPSE.

WOMAN, IF YOU THINK TO TRAP ME HERE, YOU ARE A FOOL!

OF ALL YOU HUMANS, ONLY REED RICHARDS HAD THE GENIUS TO OVERCOME MY POWERS--AND MUCH HAS CHANGED SINCE THEN.

YOU ARE BUT A LONE WOMAN MASQUERADING AS A WARRIOR! LOOK! EVEN YOUR COMPANION DESERTS YOU.

AND YOU DARE THINK YOU CAN DEFEAT THE SUPER SKRULL?!?

NO! I--I CAN'T GO THROUGH WITH THIS, MS. M! YOU NEED MY HELP! I'M STAYING!

I NEED YOU TO DO AS YOU'RE TOLD!

GET OUT OF HERE, SPIDEY! SEAL THE HATCH BEHIND YOU--

IT'S... DONE, LADY.

I ONLY PRAY YOU KNOW WHAT YOU'RE DOING.

ZKLAK

--AND THROW THE SWITCH!

IN THAT INSTANT, **ALL** THE LINER'S LIGHTS GO OUT, THE GREAT SHIP GOING **DEAD** IN THE WATER AS ALL THE POWER OF HER **ENGINES**, HER ELECTRIC **GENERATORS**--

--IS **CHANNELED** INTO THE GRID PATTERN LAID OUT ABOVE HER DECK.

A MOMENT LATER, IT'S AS IF THE **SUN** HAD BEEN **REBORN** ON EARTH.

CUNARD

I DON'T **BELIEVE** IT! SOME KIND OF **MONSTROUS ENERGY BEAM**, APPEARING OVER THE GRID...

...AND STRETCHING OUT INTO... **SPACE**...

WHAT--?!

MY PLAN'S **WORKING!**

MY GRID'S **JAMMING** THE BROAD-CAST BEAM. YOU'RE **WEAKENING**, SKRULL!

BUT I'M **FAR** FROM BEATEN!

FOOM

WALKED INTO **THAT** ONE, ALL RIGHT. I'VE A SUDDEN, **BAD** FEELING THIS IS GOING TO BE **HARDER** THAN I THOUGHT.

BUT I'M **COMMITTED** NOW. I'VE GOT TO KEEP THE SKRULL IN THIS **HOLD** 'TIL THE **CRYSTAL** REACHES **CRITICALITY.**

THIS **CAR** OUGHT TO **SLOW** HIM DOWN A BIT.

YOUR STRENGTH DOES **NOT** IMPRESS ME, WOMAN--

--FOR EVEN NOW, MINE IS GREATER!

BAM!

OUCH!

WE UNDER-ESTIMATED THE SKRULL'S POWER. SOMEHOW, YEARS OF EXPOSURE TO THE BROADCAST BEAM MUST HAVE TRANSFORMED--

--MOST OF HIS ARTI-FICIAL POWERS INTO REAL ONES! FOR ALL MY KREE ABILITIES, I STILL CAN'T MATCH HIM! HE MAY KILL ME BEFORE WE CAN SPRING THE TRAP!

WAIT! THE CRYSTAL-- WHERE SPIDEY HID IT--IT'S GLOW-ING!

SOME OF THE BEAM'S ENERGY IS ALREADY SLIPPING PAST THE GRID, TRIGGERING THE CRYSTAL'S WARP MATRIX--

--PRIMING THE CRYSTAL TO THROW EVERY-THING AROUND IT INTO WARP SPACE. GOOD!

ALL THE CRYSTAL NEEDS TO COMPLETE THE PROCESS IS A SUDDEN, MASSIVE INFLUX OF ENERGY...

...NAMELY, THE DAMMED-UP, NEAR-INFINITE POWER OF THE SKRULL'S BEAM-- SUDDENLY RELEASED!

THOK!

YOU WANT THIS TRINKET SO BADLY, SKRULL-- THEN HAVE IT!

SPIDER-MAN! CUT THE JAMMING FIELD! NOW!!

KLIKT!

WITH THE SPEED OF THOUGHT, THE BROADCAST BEAM ENVELOPS THE STARTLED SUPER-SKRULL...

...FLOODING HIM WITH MORE RAW POWER THAN HE'S EVER FELT. FLOODING THE CRYSTAL, AS WELL.

NO!

THE GEM FLARES STAR-BRIGHT, ENERGY LASHING OUT ACROSS THE HOLD, TWISTING TIME AND SPACE APART AS THE VERY FABRIC OF THE UNIVERSE IS MOMENT-ARILY RESHAPED.

FOR AN INSTANT, A CELESTIAL GATEWAY OPENS...

...AND THEN, IT CLOSES.

THAT SCREAM! MS. MARVEL, ARE YOU ALL RIGHT?!

NO ANSWER -- AND NOW THE DOOR'S STUCK!

OKAY, SO I WON'T BE SUBTLE. I WANT--

--IN!!

SMASH

I JUST HOPE I'M NOT...

...TOO LATE.

THE ROOM-- FLOOR, WALLS, CEILING-- ALL POLISHED TO A MIRROR-FINISH.

AND THE SKRULL...?

GONE, SPIDEY.

THE CRYSTAL OPENED A DOORWAY INTO "WARP-SPACE" AND THEN PULLED THE SKRULL THROUGH, AS I KNEW IT WOULD. I WENT THROUGH SOMETHING LIKE THIS NOT LONG AGO.

I'M STILL NOT SURE HOW I SURVIVED EITHER TIME. YOU SEE NOW WHY I HAD TO FACE THE SKRULL ALONE WHILE YOU PULLED THE SWITCH.

LOOK AT THIS THING, SPIDEY. SO BEAU-TIFUL IT TAKES YOUR BREATH AWAY...

*MS. M. #8. --A.G.

A MILLION FACETS WITH A MILLION SEPARATE IMAGES OF MS. MARVEL...

SHE SMILES...THEN STIFFENS IN ALARM AS THE IMAGES SEEM TO CHANGE BEFORE HER EYES, ONE AFTER THE OTHER...

...LIKE A ROW OF FALLING DOMINOS, UNTIL EACH MIRRORS A DIFFERENT FACET OF HER-- AND CAROL DANVERS'-- PERSONALITY.

STRANGEST OF ALL, IN HER HAND, THE CRYSTAL FEELS ALMOST...ALIVE. AND, SUPREMOR HELP HER-- HUNGRY!

NEXT ISSUE

FOR MS. MARVEL, A MYSTERY--TO BE UN-RAVELLED IN HER OWN MAG. FOR SPIDEY, A SECOND MEETING WITH IRON FIST, THE LIVING WEAPON. BE HERE IN 30 FOR DANNY RAND'S BIRTHDAY AND, PER-HAPS, THE NIGHT OF IRON FIST'S MURDER.

"NIGHT OF THE DRAGON!"

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FEATURING

SPIDER-MAN®

AND

IRON FIST™

NIGHT OF THE DRAGON!

Stan Lee PRESENTS: SPIDEY AND IRON FIST -- TOGETHER!

CHRIS CLAREMONT. AUTHOR · JOHN BYRNE. ARTIST · DAVE HUNT. INKER · JOHN COSTANZA. letterer · DAVE HUNT. colorist · ARCHIE GOODWIN. EDITOR

NIGHT OF THE DRAGON

YOU ARE IRON FIST...

KIAI--!!

...AND ONCE UPON A TIME, YOU WERE THE LIVING WEAPON, THE FINEST MARTIAL ARTIST IN THE FABLED CITY OF K'UN-LUN AND ON EARTH.

THAT HAS CHANGED.

IT'S BEEN TWO YEARS SINCE YOU CHOSE TO LEAVE K'UN-LUN FOR EARTH, AND IN THAT TIME THE FINE EDGE OF YOUR SKILLS HAS BEEN BLUNTED. YOU'VE NEGLECTED YOUR TRAINING--THE HONING OF MIND AND SPIRIT THAT COMPLEMENTS THAT OF THE BODY--AND YOU'VE PAID THE PRICE.

AND SO YOU'VE PLAYED THE HERMIT THESE PAST WEEKS, PUSHING YOURSELF HARD, SEEKING TO REGAIN WHAT'S BEEN LOST.

GOOD ATTACK-- BUT I'VE DONE *BETTER.*

TIMING'S STILL A *HAIR* OFF.

THAT'S *NO PROBLEM* AGAINST A NORMAL FOE -- OR EVEN MOST *SUPER-VILLAINS.* BUT AGAINST A *SUPREME MARTIAL ARTIST--*

-- THAT "*HAIR*" IS THE *DIFFERENCE* BETWEEN *LIFE AND DEATH.*

HUUU--

--*YAHH!!*

AND IF THE MAN WHO *AMBUSHED* ME THESE PAST MONTHS * *IS* WHO I *THINK* HE IS...

... HE'S THE MOST *DANGEROUS* FOE I'VE EVER *FACED.*

* IN IRON FIST #'S 14 & 15 -- ARCHIE.

BUT *WHY?!*

WE PARTED AS *FRIENDS.* WHY DOES HE SEEK MY *LIFE?*

FOR THAT MATTER, *HOW* DID HE GET TO EARTH? K'UN-LUN WON'T *APPEAR* IN THE HIMALAYAS FOR YEARS, AND WHEN IT LAST MATERIALIZED...

... ONLY *I* LEFT.

NO GOOD. MY MIND'S GOING ROUND IN *CIRCLES.* I'M *TOO CLOSE* TO THE PROBLEM.

I'D TALK TO *MISTY* IF SHE WERE HERE, BUT SHE'S *STILL* ON HER *UNDERCOVER ASSIGNMENT* FOR D.A. TOWER.

I TRUST ONLY *ONE* OTHER PERSON IN THE WORLD, *COLLEEN WING* --AND SHE'S OUT OF TOWN AS WELL.

WAIT A MINUTE! I *MUST* BE LOSING MY GRIP -- IF COLLEEN *CAN'T* COME TO ME, *I'LL* GO TO -- *HUH?*

BING!

THE *FRONT DOOR?!* BUT I'M NOT *EXPECTING* ANYONE.

BONG!

YOU GRAB A CHANGE OF CLOTHES AS YOU HEAD UPSTAIRS FROM THE GYM, WHILE AT THE DOOR...

NOT YOUR USUAL SORT OF PHOTO JOB--

--BUT WITH THE RENT DUE, WHO WAS I TO ARGUE WHEN ROBBIE ROBERTSON OFFERED ME THIS ASSIGNMENT?

OH! UH...HI! I'M PETER PARKER, DAILY BUGLE. MY PAPER'S DOING A PHOTO-SPREAD ON THE RAND HOUSE...

I HAVE AN APPOINTMENT.

RIGHT! IT MUST'VE SLIPPED MY MIND.

COME IN, MR. PARKER. I'M DANNY RAND.

I'M SORRY ABOUT THE MESS. I'VE BEEN... PREOCCUPIED LATELY.

WHAT'S THIS? A PARCHMENT SCROLL--?

I FOUND IT STUCK IN YOUR DOOR--PROBABLY SOME FANCY SUPER-MARKET FLYER.

I DON'T BELIEVE IT. THIS ROOM IS BIGGER THAN MY WHOLE APARTMENT.

I SEE. MAKE YOURSELF COMFORTABLE.

SUPER-MARKET FLYER. I ONLY WISH IT WERE. THIS IS A FORMAL CHALLENGE: "... DANIEL RAND-K'AI, CALLED IRON FIST, UNDER THE LAWS AND TRADITIONS OF K'UN-LUN, I CHALLENGE YOU TO SINGLE COMBAT, UNTO DEATH..."

SIGNED, STEEL SERPENT.

WHY THE FALSE NAME? IS HE AFRAID--ASHAMED--TO FACE ME AS HIMSELF?

THE NAME DOESN'T MATTER, YOUNG DRAGON, ONLY THE MAN-- WHO'S AMBUSHED YOU TWICE AND BEATEN YOU BOTH TIMES...

"...BY SOMEHOW DRAWING MY CHI--MY LIFE FORCE--OUT OF ME LIKE A VAMPIRE DRAWING BLOOD. IF I REFUSE THIS CHALLENGE, I'LL BE BRANDED A COWARD.

"BUT IF I ACCEPT, I MAY VERY WELL DIE."

MR. PARKER--I'M SORRY. I JUST *REMEMBERED* ANOTHER APPOINTMENT. WE'LL HAVE TO *POST-PONE* OUR SESSION.

NO PROBLEM. ANYTHING *WRONG*?

IF THERE IS, I'D LIKE TO *HELP*.

NO. EVERYTHING IS... *FINE*. BUT THANKS FOR THE *OFFER*.

ANYTIME. BUT CALL ME *PETE*, OKAY? EACH TIME YOU CALL ME "*MR. PARKER*", I LOOK FOR *SOMEONE ELSE*.

I *KNOW* WHAT YOU MEAN. I'M *DANNY*.

BE *SEEING* YOU, PAL.

A FEW MOMENTS LATER, IN THE SERVICE ALLEY BEHIND THE TOWNHOUSE...

SOMETHING'S *WRONG*. WHEN DANNY RAND *READ* THAT PARCHMENT, HE LOOKED LIKE HE'D JUST BEEN HIT BY A *BRICK*.

AND THAT "*SUDDEN APPOINT-MENT*" LINE WAS A LITTLE TOO *CON-VENIENT* TO BE TRUE.

THERE HE GOES. THERE'S A LOT *MORE* TO THAT GUY THAN MEETS THE *EYE*.

HE MOVES LIKE A *TRAINED ATHLETE*, AND HIS HANDS-- THEY'RE ROUGH, CALLOUSED, LIKE A *FIGHTER'S*.

THIS COULD BE *NOTHING*...

...IN WHICH CASE I'M *WASTING* BOTH A SPIDEY-TRACER AND MY *TIME*.

BUT, IF IT'S *TROUBLE*, I HAVE A *FEELING* THAT KID'S GONNA NEED ALL THE *HELP* HE CAN *GET*.

'COURSE, WITH *MY* LUCK, I'LL START OUT BY *LOSING* THE FERSHLUGGINER TAXI IN *TRAFFIC*!

INTERLUDE: THE WEST BANK OF THE HUDSON RIVER, AN EXCLUSIVE YACHT BASIN IN THE SHADOW OF THE JERSEY PALISADES...

THERE'S BUSHMASTER'S YACHT! THEY SAY THIS IS GONNA BE THE PARTY OF THE YEAR--ANYBODY WHO'S ANYBODY IS GONNA BE HERE!

BUT, DARLING, ISN'T HE SUPPOSED TO BE A CRIMINAL-- OOHHH, MY HAIR!

CROOK OR NO, JENNIFER, HE'S GOT ALL OF NEW YORK AND NEW JERSEY HIGH SOCIETY AT HIS FEET!

BUSHMASTER, IT'S ALMOST TIME.

A MOMENT, MAYA. GO ON, SHREVE...

YOU SAY THIS HERO WILL BE TAKEN CARE OF TONIGHT?

EXCELLENT. AND THERE'S NO POSSIBILITY OF ANYTHING GOING WRONG? I SEE...

YOU'VE DONE WELL, SHREVE. I'M GRATEFUL.

WHAT'S DOIN', LOVER?

A BUSINESS MATTER, MY DEAR. THE ELIMINATION OF A POTENTIAL THREAT, A SUPER-HERO NAMED IRON FIST.

IRON... FIST?

I HEAR HE'S A PRETTY TOUGH CUSTOMER.

SO IS THE MAN WHO'S AFTER HIM--FOR PURELY PERSONAL REASONS, IT SEEMS, THOUGH IRON FIST'S DEATH WILL BENEFIT ME.

INDEED, I'M TOLD OUR "HIT-MAN" POSSESSES AN "IRON FIST" ALL HIS OWN.

I GET THE *PICTURE.*

WHA--?!

MAYA! HAVE YOU GONE *MAD?!*

NOT THE WAY *YOU* MEAN, PAL-- BUT IF I *GET* MAD, YOU'RE GONNA GET *VERY DEAD.*

A *JOKE'S* A JOKE, MAYA, BUT--*URRGH!*

THIS IS *NO JOKE! WHERE'S* THE "*HIT*" PLANNED FOR? AND *WHEN?*

HE... *MEANS* SOMETHING TO YOU, THIS *IRON FIST...?*

TALK!

ALL *RIGHT!* BUT YOU'RE *TOO LATE!* IT'S SET FOR *INWOOD PARK,* MY DEAR--AND IT GOES DOWN *NOW.*

HOLY--?! MAYA KORDAY'S *CHOKIN'* THE BOSS! *LET HIM GO,* FOX!

THUMP!

LOOK OUT-- UNNNFF!

WITH *PLEASURE,* RAUL.

HOLD IT, MAYA-- YOU'RE...

ON MY WAY *OFF* THIS TUB, BUSTER. AND THERE ISN'T A *BODY* ABOARD WHO'S GONNA *STOP ME!*

KRAK!

EASY, HON-- CUT LOOSE *FULL STRENGTH* WITH YOUR *BIONIC RIGHT ARM...*

...AND YOU'LL *KILL* SOMEONE FOR SURE.

BAD ENOUGH YOU'RE *BLOWING YOUR COVER.*

LOOK! THERE'S BUSHMASTER'S *LADY FRIEND,* RUNNING AS IF HER *LIFE* DEPENDED ON IT.

HER LIFE AND THE LIFE OF A MAN SHE CARES FOR MORE THAN SHE'LL DARE ADMIT.

FREE, OH LORD-- I'M FREE AT LAST!

NO MORE PLAY-ACTING, NO MORE LIES! MAYA KORDAY IS FINISHED!

I'M MISTY KNIGHT AGAIN! FOR BETTER OR WORSE, I'M MYSELF!

SHE'S GONE, BOSS, OUT OF OUR REACH.

FOR NOW, PERHAPS, RAUL.

PUT OUT THE WORD. I WANT THAT WOMAN FOUND. AND WHATEVER THE COST, I WANT HER DEAD!

MEANWHILE, ACROSS THE RIVER AND A HUNDRED-ODD BLOCKS UPTOWN...

THERE'S THE CAB!

IT GOT AWAY FROM ME ON THE PARKWAY, WITH NO TALL BUILDINGS UP HERE, IT'S ALMOST IMPOSSIBLE TO SWING.

CAR 139 TO BASE, ALL CLEAR AT--

HI, THERE.

I'M LOOKING FOR A FRIEND OF MINE. HE STILL ABOARD?

YIKES!!

BEEP

SK

BOY, AM I GLAD I DON'T DRIVE. NOW, ABOUT MY FRIEND-- TALL, BLOND, CLEAN-CUT, ROBBIE REDFORD-TYPE, EARLY TWENTIES...

YEAH, YEAH, SURE. I JUS' LET 'IM OFF, CORNER O' 207TH AN' SEAMAN, UP BY THE PARK.

WILLYA GET OFF MY ROOF?

I LIVE A CLEAN, DECENT LIFE JUS' DRIVIN' MY HACK, MINDIN' MY OWN BUSINESS-- SO WHY ME, LORD?

GEEZ, WHAT'S SPIDEY DOIN' IN INWOOD? I THOUGHT ALL THEM SUPER-TYPES LIVED IN MIDTOWN!

STEEL SERPENT SAID HE'D BE *WAITING* FOR ME ON THE *BLUFF* OVERLOOKING THE HUDSON PARKWAY AND THE *RIVER*...

...*AWAY* FROM ANY *CASUAL ONLOOKERS.*

THIS PARK HAS A *NICE FEEL* TO IT--NOT AT ALL LIKE *CENTRAL PARK*--SO LONG AS YOU *IGNORE* THE BEER CANS AND *BROKEN BOTTLES.*

ALL RIGHT, OLD FRIEND. I'M *HERE.*

THUNDERER! I ACCEPT YOUR CHALLENGE!

NO NEED TO *SHOUT,* BOY. I'M *OVER HERE.*

BUT-- *YOU'RE* NOT--

I DON'T *UNDERSTAND.* THE MOVES, THE FIGHTING STYLE --IT WAS *LEI KUNG'S.*

WHY *SHOULDN'T* MY STYLE *MIMIC* THE THUNDERER'S, IRON FIST? LEI KUNG IS MY *FATHER!*

YOUR FATHER AND *YÜ-TI*-- THE AUGUST PERSONAGE IN JADE-- *DROVE* ME FROM K'UN-LUN BEFORE YOU WERE *BORN.*

TONIGHT I *PAY THEM BACK.* BY TAKING BOTH YOUR *LIFE* AND THAT WHICH IS MOST *PRECIOUS* TO ME IN ALL THE WORLD, THAT WHICH IS *MINE BY RIGHT--*

--*THE IRON FIST!!*

I HAVE *NO QUARREL* WITH YOU, STEEL SERPENT...

IT'S TOO *LATE* FOR THAT, *BOY!*

YOUR FATE WAS *SEALED* THE DAY YOU WERE *BORN.*

PERHAPS. BUT IF YOU WANT ME *DEAD--*

--IT'LL TAKE MORE THAN *WORDS* TO DO IT.

THEN LET MY ACTIONS SPEAK *FOR* ME--

THOP!

HAI!!

FIRST MOVE: A KOSHI/ BALL OF FOOT KICK TO THE JAW.

RAK!

HIS SPEED AND POWER ARE *INCREDIBLE.* I MANAGED TO *RIDE* HIS KICK, BUT HIS FOOT *STILL* HIT LIKE A *SLEDGE-HAMMER.*

HAVE TO *ROLL* WITH HIS ATTACK, HIT BACK WITH AN *ATAMA STRIKE.*

I SUPPOSE *SPIDER-MAN* WOULD SAY THAT MOVE WAS REALLY USING MY *HEAD.*

WATCH IT-- OW!!

A *FAIR* MOVE, IRON FIST. YOU'VE *IMPROVED* SOME SINCE OUR LAST ENCOUNTER.*

I'M *GLAD.* FOR THAT WILL MAKE THIS A VICTORY *WORTH* THE WINNING.

*IRON FIST #15. --ARCHIE.

NO MORE *BANTER*, YOUNG DRAGON-- NO MORE DISTRACTIONS. YOU CAN'T *AFFORD* THEM.

GIVE STEEL SERPENT EVEN THE *SLIGHTEST* OPENING, AND YOU'VE *HAD* IT.

THE MAN IS *GOOD*, BETTER THAN *ANY* MARTIAL ARTIST I'VE EVER FACED, SAVE *SHANG-CHI*.

KAK!

THERE'S AN UNREAL, NIGHTMARISH *BEAUTY* TO THE SCENE. *TWO MEN*-- POSSIBLY THE *BEST* OF THEIR KIND WHO'VE EVER LIVED--

--BOBBING AND WEAVING IN THE *SILENCE* OF THIS SUMMER NIGHT. THERE IS *POWER* IN THEM, AND AN INHUMAN *GRACE* THAT IS *BOTH* FRIGHTENING AND *AWESOME*.

WHAM

AROUND THE GLADE, THE SMALL, INNER-CITY *FOREST* SEEMS TO HOLD ITS *BREATH*...

...AS IF SENSING THAT *ONE* OF THESE MEN WILL *DIE* TONIGHT.

THE MOVES *BLEND* ONE INTO THE OTHER-- *USHIROGERI* (BACK KICK) INTO *ROUNDHOUSE KICK* INTO *FLYING ROUNDHOUSE*-- ALL COMING SO FAST IT'S ALMOST IMPOSSIBLE TO TELL THEM *APART*.

WE'RE *EVENLY MATCHED* IN SKILL. ONLY WAY THIS CAN END IS IF *ONE* OF US MAKES A *FATAL MISTAKE*.

KIAI!

BROW!

AT THAT MOMENT, AT THE FAR END OF THE CLEARING...

LOOKS LIKE I JUST HIT PAYDIRT.

I FOLLOW DANNY RAND INTO INWOOD PARK, AND WHAT DO I FIND?

A PILE OF DANNY'S CLOTHES AND IRON FIST DUKING IT OUT WITH SOME REFUGEE FROM "ENTER THE DRAGON." AN' THIS SURE DOESN'T LOOK LIKE A FRIENDLY FIGHT, EITHER.

WHICH IS MY CUE TO GET INVOLVED.

BUT FIRST, LEAVE US NOT FORGET OUR TRUSTY-DUSTY AUTO-MATIC CAMERA.

SPIDEY AND KUNG-FU--! WHEN JONAH SEES THESE PIX-- BOY, WILL HE POP HIS GOURD.

"BETTER GET MY ACT TOGETHER QUICK! TWINKLE-TOES SAVED MY BUTT WHEN I WAS CAPTURED BY DROM, THE BACKWARDS MAN...*

"...AN' THIS SEEMS LIKE THE PERFECT CHANCE TO RETURN THE FAVOR."

*MTU #31, TROOPS--AND SPIDEY KNOWS WHAT HAPPENED BECAUSE HE TAPE-RECORDED THE ADVENTURE AFTER IT WAS ALL OVER, REMEMBER?
--ALL-KNOWING ARCHIE.

YOU'RE A CREDIT TO MY FATHER'S TEACHINGS, IRON FIST-- BUT YOU FIGHT FOR A LOST CAUSE.

BECAUSE THIS IS A DEATH DUEL, AND MURDER JUST ISN'T IN YOUR HEART.

WHA--?!?

SPIDER-MAN!

THAT'S THE NAME, BUNKIE!

SWINGING OUT OF THE BLUE OF THE WESTERN SKY, ALL SET TO SAVE THE DAY AND...

...GET MYSELF IN A WHOLE LOT OF TROUBLE.

HEY! LEGGO MY FOOT!

THAP!

THIS ISN'T AT ALL WHAT I HAD IN MIND.

THE CREEP STOPPED MY SWING IN MID-AIR! MY FOOT FEELS LIKE IT'S CAUGHT IN A VISE. NOW HE'S TOSSING ME AROUND LIKE I WAS LIGHT AS A FEATHER!

FOOL! YOU SHOULD HAVE LEFT WELL ENOUGH ALONE. UNTIL THIS MOMENT, IRON FIST HAD A CHANCE--

--BUT WITH YOU AS AN ALLY, HE IS FINISHED!

CRIPES! SCAR-FACE IS USING ME LIKE A BASEBALL BAT!

IRON FIST-- LOOK OUT!!

BTHAK!

HE'S COMPLETING HIS TURN, THROWING ME TOWARDS THE TREES! NO CHANCE TO TWIST AWAY.

ONLY HOPE-- GO LIMP! NO RESISTANCE TO IMP--

:UNNNGNH!:

KROM

BLAST IT, SPIDER-MAN, WHY DID YOU HAVE TO INTERFERE?!

HE WAS A FRIEND, STEEL SERPENT-- AND IF YOU'VE HURT HIM, I'LL MAKE YOU PAY KIND-FOR-KIND!

OUR DUEL HAS GONE ON LONG ENOUGH--

--AND *NOW* I'M GOING TO *END IT!*

HAI-- *YAHHH!*

IN A WAY, YOU'RE *RIGHT*, HERO.

EXCELLENT. HE FEINTS A *MAWASHI-ZUKI* ROUNDHOUSE STRIKE. I *PARRY* EASILY--BUT THE PARRY SETS ME UP FOR A *THUNDER PUNCH.*

A PITY THE PUNCH WILL *NEVER LAND*-- BECAUSE FOR *ONE* SPLIT-INSTANT, IRON FIST HAS LEFT HIMSELF *OPEN...*

...AND *VULNERABLE!*

HE *GRABBED* ME! BEFORE I COULD THROW MY *REAL* PUNCH, HE DUCKED *INSIDE* MY GUARD AND GOT ME IN A *BEAR HUG!*

HEART OF THE DRAGON-- NO!!

TOO LATE, YOUNG DRAGON! THE BATTLE *IS* ENDED, BUT *NOT* THE WAY YOU PLANNED!

DO YOU FEEL *MY* POWER, LITTLE MAN, *TEARING* AT YOUR BODY AND SOUL, BACKED BY THE *RAGING FURY* OF MY UNDYING *HATRED?!*

AS I'VE DONE *TWICE* BEFORE, I'M *DRAINING* YOUR *CHI,* YOUR LIFE-FORCE-- AND YOUR *DRAGON-SPAWNED POWER!*

ONLY *THIS* TIME, I'LL NOT STOP UNTIL I'VE TAKEN IT *ALL!*

WHAT... GIVES? WHO TURNED ON THE *LIGHTS?*

IRON FIST--AND THE *SCAR-FACED* DUDE HE WAS FIGHTING--THEY'VE BOTH *DISAPPEARED!* THERE'S ONLY THIS... BLINDING *LIGHT!*

ALL OF A SUDDEN, I HAVE A VERY *BAD* FEELING ABOUT THIS.

THE LIGHT--AS BRILLIANT AS A SMALL SUN--LASTS BUT A FEW MOMENTS MORE, AND THEN...

SHKOW!

IRON FIST!

WHAT'S GOING ON HERE?!

YOU! SCAR-FACE! WHAT HAVE YOU DONE TO HIM?!?

I HAVE DESTROYED HIM!!

I AM STEEL SERPENT, HUMAN-- A TRUE SON OF K'UN-LUN, WHERE THIS BOY WAS NO MORE THAN A HALF-BREED--

--AND THE POWER OF SHOU-LAO THE UNDYING, THE POWER OF THE IRON FIST, IS FINALLY MINE!!

YET, THE HALF-BREED STILL LIVES. AND SO LONG AS HE DOES, HE IS A THREAT.

THEREFORE, HE MUST DIE, THE FIRST TO FALL BEFORE MY IRON FIST.

THE FIRST OF MANY-- ON EARTH AND IN K'UN-LUN -- EH?!

THAT SUDDEN LIGHT BEHIND ME-- A CAR!

IT'S BEEN A HARD DRIVE, UP FROM JERYN HOGARTH'S MIDTOWN PENTHOUSE, AND THOUGH MISTY KNIGHT HAS MADE THE TRIP IN RECORD TIME...

...SHE'S BEEN HAUNTED BY THE FEAR THAT IT'S ALL BEEN FOR NOTHING, THAT SHE'LL ARRIVE TOO LATE.

FREEZE!

THAT MUST BE STEEL SERPENT HOLDING IRON FIST. OH, LORD, DANNY, WHAT'S HE DONE TO YOU?

STOP IT, WOMAN! YOU CAN'T WORRY ABOUT HIM. YOU'VE GOTTA STAY COOL, UNDER CONTROL!

PUT IRON FIST DOWN, BUSTER. NICE AN' SLOW. AN' THEN, BACK AWAY.

NO, MISS KNIGHT. NOT FOR YOU -- NOT FOR ANYONE.

AND DON'T THINK YOU CAN SCARE ME WITH YOUR GUN.

EVEN WITHOUT THE POWER OF THE IRON FIST, I HAVE THE SKILL TO EVADE YOUR BULLETS--OR SNATCH THEM OUT OF THE AIR.

GO HOME TO YOUR COOKING, WOMAN. THIS DUEL IS BETWEEN WARRIORS. YOU HAVE NO PLACE HERE.

MY PLACE IS WITH MY MAN.

YOU HAVE HIM. I WANT HIM, ALIVE.

ZZZAK

SKUD

AN' AS FOR THIS GUN, WHO SAID IT FIRED BULLETS?

NOW PUT IRON FIST DOWN AN' GET OUT OF HERE, OR I'LL BURN YOU LIKE I DID THAT ROCK.

LET HIM GO!

AS YOU WISH.

I HAVE HIS POWER-- AND HIS CHI. HE IS OF NO MORE USE TO ME.

HE'S NOT EVEN WORTH KILLING.

FAREWELL, MISTY KNIGHT, BE ASSURED THAT YOU AND I WILL MEET AGAIN...

...BEFORE THE NIGHT IS OUT.

NEITHER YOU NOR IRON FIST WILL LIVE TO SEE THE DAWN.

MAN, THAT'S SOMEONE I *NEVER* WANT TO MEET AGAIN.

IRON FIST, YOU *OKAY* PAL?

IRON FIST--?!

IRON FIST!

SO *THAT'S* MISTY KNIGHT. HEY, I *KNOW* HER FROM... SOMEWHERE... BUT NOW ISN'T THE TIME TO THINK ABOUT IT!

*HER KEENING WHISPER IS A **TERRIBLE** THING TO HEAR -- A BASIC, **ELEMENTAL** CRY TORN FROM THE **CORE** OF HER BEING.*

*SHE HOLDS HIM **CLOSE**, TRYING TO BREATHE **LIFE** BACK INTO HIS BROKEN BODY BY SHEER **FORCE OF WILL**. THERE'S SO MUCH SHE WANTS TO SAY, BUT THE WORDS ALL **CATCH** IN HER THROAT. THEY DON'T REALLY **MATTER**, ANYWAY.*

OH, DANNY... OH...

...DANNY...!

*ALL THAT MATTERS IS THAT IRON FIST IS **DYING**. AND THAT PART OF **HER** IS DYING WITH HIM.*

NEXT

*THE SOUL-SEARING **CONCLUSION** TO "NIGHT OF THE DRAGON"--INTRODUCING THE **DAUGHTERS OF THE DRAGON**, WHO STAND WITH SPIDEY AGAINST THE DEADLY POWER OF **STEEL SERPENT**. BE HERE IN 30 TO DISCOVER--*

IF DEATH BE THY DESTINY!

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FEATURING

SPIDER-MAN®

AND THE

DAUGHTERS OF THE DRAGON!

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SHOWDOWN WITH THE STEEL SERPENT!

COCKRUM

IF DEATH BE MY DESTINY!

Stan Lee PRESENTS: SPIDEY AND THE DAUGHTERS OF THE DRAGON!

CHRIS CLAREMONT AUTHOR / JOHN BYRNE ARTIST / DAVE HUNT INKER/COLORIST / BRUCE PATTERSON LETTERER / ARCHIE GOODWIN EDITOR

IF DEATH BE MY DESTINY...

THE TIME IS ABOUT TWENTY MINUTES AFTER THE END OF LAST ISSUE. THE PLACE: COLLEEN WING'S INWOOD APARTMENT...

THE SITUATION... IS GRAVE.

HOW'S IRON FIST DOING, DOC? HE LOOKS PRETTY ROCKY-- SHOULDN'T WE BE...

THE BEST THING WE CAN DO IS LET HIM REST-- WE CAN TALK OUTSIDE.

MISTY WILL GIVE A YELL IF HIS CONDITION CHANGES.

COLLEEN, YOU SAID ON THE *PHONE* THAT IRON FIST WAS *NEAR DEATH* WHEN MISTY AND SPIDER-MAN BROUGHT HIM *IN*.

HE WAS. HE *IS*.

NOT ACCORDING TO *MY EXAMINATION*.

SURE, THE KID LOOKS LIKE HE'S BEEN IN A *FIGHT*, BUT THE ACTUAL PHYSICAL DAMAGE IS *MINIMAL*. BY RIGHTS, HE SHOULD BE UP-AND-AROUND IN *NO TIME*.

THE BODY ISN'T *EVERY-THING*, ALICE. THERE'S ALSO HIS *SPIRIT*.

I'M A DOCTOR, NOT A *WITCH*. I DON'T KNOW FROM SPIRITS...

I UNDERSTAND. THANKS FOR *HELPING*, THOUGH. AND THANK *JERYN HOGARTH* FOR SENDING YOU OVER SO *PROMPTLY*...

...NO QUESTIONS ASKED.

HAVE IT *YOUR* WAY, THEN. I'LL BE BACK TO *CHECK* ON HIM IN THE *MORNING*.

COLLEEN, I'M NO *MIRACLE WORKER*. THERE'S A *LIMIT* TO WHAT I CAN DO WITH-OUT *PROPER FACILITIES*.

IRON FIST SHOULD BE IN A *HOSPITAL*.

GOOD NIGHT, ALICE. AND THANKS AGAIN.

THE LADY'S *RIGHT*, Y'KNOW. IT SEEMS KIND OF *SILLY* TO WORRY ABOUT IRON FIST'S "*SECRET*" IDENTITY WHEN HIS *LIFE* IS ON THE *LINE*.

IT'S *NOT* YOUR CHOICE TO *MAKE*, HERO.

IS IT *YOURS*, COLLEEN?

YES.

BESIDES, *NO* HOSPITAL CAN HELP HIM NOW.

I'M NOT SURE *ANYTHING* CAN.

LOOK AT ME, ALL *TORN UP* INSIDE OVER A GUY I THOUGHT I'D CUT *OUT* OF MY LIFE *FOREVER.*

FUNNY, I GUESS...

...CONSIDERING THE *FIRST* TIME I SAW YOU, IRON FIST, I TRIED TO *BUST* YOUR HEAD OPEN.*

*MARVEL PREMIERE #21--ARCHIE.

THEN, I GOT TO *KNOW* YOU, AN' I FOUND MYSELF *LIKING* WHAT I KNEW.

WHAT WE HAD WAS *GOOD*, DANNY-- I HAD SUCH... *HOPES*...

...TILL YOU FORCED ME TO *CHOOSE* BETWEEN YOUR "FRIENDSHIP"-- AN' *US*-- AN' MY *PRINCIPLES.** IT WOULD HAVE *KILLED* ME TO GIVE IN. BUT I ALMOST *DID.*

BECAUSE... *YOU* ASKED ME TO. I *HATED* YOU, THEN...

* IRON FIST #13--A.G.

...BUT *NOW*...? WHEN IT'S *TOO LATE*...?

I... *CAN'T* HATE YOU, DANNY. I *LOVE* YOU.

MISTY... I... *KNOW* HOW YOU FEEL. PART OF ME'S *ALWAYS* KNOWN... BECAUSE IT FELT THE *SAME WAY.*

I GUESS THE *REST* OF ME'S A *KLUTZ.*

I NEED YOU, MISTY. I *LOVE* YOU.

MEANWHILE...

I DON'T LIKE WORKING IN THE *DARK*, WALL-CRAWLER. WHAT *HAPPENED* IN THE PARK?

YOU'RE BEING AWFULLY *COOL* ABOUT THIS, LADY--

--I THOUGHT IRON FIST WAS YOUR *FRIEND.*

HE'S THAT AND... *MORE.* BUT I'M A *PROFESSIONAL*, AND WHEN I'M WORKING, *EMOTIONS* ONLY GET IN THE *WAY.*

HOLD IT, PAL! THAT'S A *TATAMI MAT* FLOOR-- NO SHOES ALLOWED. YOU CAN LEAVE YOUR BOOTS *OUTSIDE.*

SINCE I KNOW WHAT MY SOCKS SMELL LIKE--

--I THINK I'VE GOT A BETTER IDEA.

LOOK, MA, NO HANDS!

CUTE.

NOW D'YOU MIND TELLING ME WHAT THE BLAZES IS GOING ON?!

"THERE ISN'T MUCH, I'M AFRAID. WHEN I CAME ON THE SCENE, IRON FIST WAS TRADING PUNCHES WITH THIS STEEL SERPENT DUDE. HE AND IRON FIST GOT IN SOME SORT OF BEAR HUG...

"...AND THE TWO OF THEM BEGAN TO GLOW LIKE HUMAN STARS.

"SUDDENLY, THERE WAS SOME SORT OF EXPLOSION THAT SMASHED IRON FIST TO THE GROUND.

"THAT'S WHAT I SAW. I DON'T KNOW WHAT IT MEANS."*

*A SOMEWHAT CONDENSED VERSION OF THE CLIMAX OF LAST ISSUE--ARCHIVIST ARCHIE.

IT MEANS STEEL SERPENT HAS STOLEN THE POWER OF THE IRON FIST FROM DANNY. AND WITH IT, HIS CHI-- HIS IMMORTAL SOUL.

HE'S SLEEPING NOW, BUT HE'S SLIPPING AWAY.

MISTY KNIGHT!

STILL CAN'T GET OVER THE FEELING THAT I'VE MET HER BEFORE--IF I COULD ONLY REMEMBER WHERE?!

WHAT'S WITH THE CANNON, LADY?

I'M A PRIVATE EYE, HERO. THE GUN'S A TOOL OF THE TRADE. YOU READY, COL?

WAIT A MINUTE! YOU'RE NOT GOING AFTER SCAR-FACE, ARE YOU? 'CAUSE IF YOU ARE, YOU'RE CRAZY!

IT'S IRON FIST'S ONLY HOPE, SPIDEY. WE'VE GOT TO BRING HIM AND STEEL SERPENT TOGETHER, TRY TO REVERSE THE PROCESS OF TRANSFERRAL...

YOU ARE CRAZY!

D'YOU THINK SCAR-FACE IS JUST GONNA STAND AROUND AND LET YOU ZAP HIM?! IF THE POWER HE STOLE CAN BE RESTORED TO IRON FIST--

--HE'LL DO ANYTHING TO STOP YOU. HE'LL NEVER BE SAFE SO LONG AS IRON FIST LIVES...

OH. LADIES, I JUST HAD A VERY BAD THOUGHT.

"UNLESS I READ MY VILLAINS VERY WRONG, WE WON'T HAVE TO GO LOOKING FOR THE CREEP.

"HE'LL BE COMING FOR US--AND IRON FIST--AND SOON!

"AN' I THINK IT'LL TAKE MORE 'N A POP-GUN AN' A KING-SIZE STEAK KNIFE TO STOP HIM."

THE POWER--IT FEELS SO... GOOD WITHIN ME, AS I ALWAYS KNEW IT WOULD.

AND ONCE I'VE SLAIN IRON FIST, IT WILL BE MINE FOR ALL TIME. I--THE OUTCAST OF K'UN-LUN--WILL BECOME INVINCIBLE!

OUTCAST--EVEN AFTER MORE THAN TWENTY YEARS, THE NAME STILL SEARS HIS SOUL.

IT WASN'T ALWAYS THAT WAY.

HE'D BEEN THE FIRST-BORN SON OF LEI KUNG THE THUNDERER...

...AND FROM THE BEGINNING, DAVOS KNEW HE'D BEEN MARKED FOR GREATNESS...

...KNEW -- IN HIS HEART OF HEARTS -- THAT HE WAS THE CHOSEN ONE OF LEGEND, THE ONE DESTINED TO BECOME...

IRON FIST!

THERE IS THE RITUAL GARB, MY SON. I PRAY THE GODS WILL FIND YOU WORTHY OF IT.

THEY WILL, MY FATHER.

IN ALL K'UN-LUN, ONLY ONE MAN WAS DAVOS' EQUAL: WENDELL RAND-K'AI, FIRST-BORN SON OF TUAN, WHO WAS THEN YÜ-TI, THE AUGUST PERSONAGE IN JADE...

ONE OF THEM -- WENDELL OR DAVOS -- WOULD FACE THE UNDYING DRAGON, SHOU-LAO...

...THAT ONE TO BE DETERMINED BY A TEST OF COMBAT.

AND WHEN THE TEST WAS OVER...

YIELD, DAVOS -- THIS IS NO DEATH-DUEL, AND YOU'VE EARNED HONOR ENOUGH FOR A HUNDRED MEN.

YIELD!

N-NEVER.

ENOUGH!

THE YAMA-KINGS AND I HAVE NO WISH TO SEE A WARRIOR OF K'UN-LUN BEATEN TO A PULP BECAUSE HIS PRIDE WILL NOT LET HIM ADMIT DEFEAT.

WENDELL RAND-K'AI IS VICTOR HERE. HE HAS EARNED THE RIGHT TO FACE SHOU-LAO. YOU HAVE FOUGHT WELL, DAVOS; BE CONTENT WITH...

NO!!

DAVOS, BE SILENT!

THE DUEL CANNOT END -- I STILL STAND! YOU DO THIS ONLY BECAUSE WENDELL RAND-K'AI IS YOUR SON!

SILENCE WILL NOT CHANGE THE TRUTH.

THE TRUTH IS THAT YOU WERE FAIRLY BEATEN --

-- AND THAT YOUR WORDS HAVE SHAMED US ALL!

LEI KUNG SENT HIM TO THE TOWER OF MEDITATION, BUT DAVOS NEVER ARRIVED THERE.

INSTEAD, HE TREKKED OUT OF THE ETERNAL CITY TOWARDS THE TOWERING ESCARPMENT THAT SHELTERED AND PROTECTED K'UN-LUN FROM THE WORLD AROUND IT.

TOWARDS, FINALLY, A DOOR SET INTO A WALL OF GLEAMING CRYSTAL.

ARCHAIC ONE, HEAR THE WORDS OF DAVOS, SON OF LEI KUNG THE THUNDERER!

FACE ME, IF YOU DARE -- FOR I HAVE COME TO TAKE YOUR HEART!

FOR A MOMENT, THERE WAS SILENCE.

THEN, WITH THE SPEED OF THOUGHT, THE ANCIENT DRAGON APPEARED AND ATTACKED.

AARRRGH!

SHOU-LAO DREW FIRST BLOOD, MARKING DAVOS WITH A SCAR HE WOULD WEAR TILL THE DAY HE DIED.

BUT DAVOS KNEW THE DRAGON'S SECRET.

HE USED HIS BODY TO BLOCK THE POWER FLOWING FROM SHOU-LAO'S HEART WITHIN THE CHAMBER TO THE DRAGON BRAND ON ITS SINUOUS BODY.

BUT HE COULDN'T HOLD ON LONG ENOUGH -- THE PAIN WAS TOO GREAT.

THE DRAGON LOOKED AT HIM A MOMENT, CONTEMPT IN ITS GREAT, GOLDEN EYES...

...AND THEN IT WAS GONE.

LEI KUNG FOUND HIM WEEPING IN THE SNOW AND TOOK HIM HOME WITHOUT A WORD.

WENDELL, STRANGELY, DID NOT CHALLENGE THE DRAGON. BUT WHEN K'UN-LUN HAD NEXT APPEARED ON EARTH AND TUAN HAD BANISHED DAVOS TO EARTH TILL THE END OF TIME FOR HIS SACRILEGE...

...WENDELL HAD FOLLOWED FOR REASONS OF HIS OWN.

SINCE THEN, TUAN HAD DIED, WENDELL'S BROTHER SUCCEEDING HIM AS YÜ-TI. WENDELL HAD SIRED A SON AND DIED. THAT SON HAD BECOME IRON FIST. AND DAVOS HAD WAITED, WATCHED, PLANNED...

...AND NOW, HE'S WON!

HEAR ME, WENDELL RAND-- YOU THRICE-DAMNED SHADE! YOU SOUGHT TO CHEAT ME OF MY HEART'S DESIRE...

...BUT YOU FAILED! THE IRON FIST IS MINE! AND BEFORE THIS NIGHT IS ENDED--

--YOUR CURSED HALF-BREED HUMAN SON WILL JOIN YOU IN THE LAND OF THE DEAD!

HEY, TWINKLE-TEETH, COOL IT WITH THE YELLING!

YOU'LL WAKE THE NEIGHBORS.

EH--?!?

THWAP!

I'VE BEEN GRABBED--

--SPIDER-MAN!

HOW BLINDINGLY PERCEPTIVE OF YOU, SCAR-FACE.

AN' IN ABOUT THREE SECONDS YOU'RE GONNA GET PUNCHED AS WELL--SO DON'T GO 'WAY!

MISSED!

UNDERESTIMATED HIS SPEED. I KEEP THINKING OF HIM AS A NORMAL GUY--

-- I'M UNCONSCIOUSLY PULLING MY PUNCHES!

AN' I'VE GOT A FEELING THAT'S A MISTAKE.

=OOO-OO-OFF!=

FWUMP

HHUUU--!

BOY, AM I GLAD MY CAMERA'S OUT OF FILM. THIS KIND OF SHOT JAMESON'D RUN ON PAGE 1.

I'D NEVER LIVE IT DOWN.

WELL, THERE'S ALWAYS THAT *OLD SAYING*: IF AT FIRST YOU *DON'T SUCCEED*...

...FIND *ANOTHER* LINE OF WORK. I *MISSED* AGAIN!

FOOL! HAVE YOU NOT YET *LEARNED* THAT YOUR SO-CALLED SUPER POWERS ARE *NOTHING*--

OOPS!

--COMPARED TO THE SUPREME *MARTIAL ARTS SKILL OF STEEL SERPENT?*

I'M GOING ABOUT THIS *ALL WRONG*-- TRYING TO FIGHT SCAR-FACE ON *HIS* TERMS... AND GETTING MYSELF *CREAMED.*

HE'S AS GOOD A KUNG-FOOER AS *SHANG-CHI*-- HE'D HAVE TO BE TO BE ABLE TO *TAKE ON* IRON FIST --WHICH MAKES THIS CLOWN SOMETHING *SPECIAL.*

THAP!

FWUP!

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AND AS *DEADLY* IN HIS OWN WAY AS *ANY* GOON I'VE EVER FACED.

SO AS OF *RIGHT NOW*, THE KID GLOVES *COME OFF!*

SURE HOPE THE GIRLS STAYED *INSIDE* LIKE I TOLD 'EM, 'CAUSE SCAR-FACE IS WAY *OUTTA THEIR LEAGUE.*

WHERE *IS* THAT BOZO, ANYWAY?

GUESS I'D BETTER *GO UP* AND FIND--

--CRIPES! HE'S *BEHIND* ME!

SPIDEY-SENSE GAVE ME A SECOND'S *WARNING*--GOTTA *ROLL* WITH SERPY'S KICK, LET HIM THINK HE'S *CLOBBERED* ME.

YOU ARE *FINISHED*, HUMAN!

KRAK

POW!

STICK IT UP YOUR FORBIDDEN CITY, BUSTER!

INCREDIBLE! NEVER HAVE I FELT SUCH A BLOW!

SO TAKE A HINT, WHY DON'T 'CHA?

FALL DOWN.

IMPUDENT PUP! YOUR TAUNTS WILL NOT SAVE YOU.

IT AIN'T WEB-HEAD WHO'S GONNA NEED SAVIN', CHUMP--

--IT'S YOU!!

WHAM!

TAKE HIM, COLLEEN!

MISTY'S BIONIC ARM SET STEEL SERPENT UP BEAUTIFULLY!

MY PLEASURE, MS. KNIGHT

NOW LET'S SEE IF A LADY SAMURAI CAN FINISH THE JOB.

BE THANKFUL WE NEED YOU ALIVE, FELLA, ELSE I'D NOT BE STRIKING WITH A SCABBARDED SWORD--

SHE-- MEANS IT!

GOTTA MOVE FAST, HIT SCAR-FACE WITH SOME WEBBING--

SHOK!

--BUT WITH NAKED STEEL!

--BEFORE SOMEONE DOWN THERE GETS MURDERED!

UNFORTUNATELY, EVEN THE BEST-LAID PLANS OF MICE AND (SPIDER-)MEN...

HUH?!? WEBBING-- SNAGGING MY SWORD!

THWIP!

SPIDER-MAN, WHAT HAVE YOU DONE?!?

GIVEN ME THE OPENING I NEED, WOMAN--

--AND THAT'S A GIFT I'LL NOT REFUSE!

BKOW!

UNNNGNH

FAREWELL, "DAUGHTERS OF THE DRAGON"! HA-HA-- WITH AN ALLY LIKE SPIDER-MAN, YOU HAVE LITTLE NEED OF ENEMIES!

IN THAT FOREST-- WITH HIS SKILLS-- HE COULD LOSE US IN NO TIME. AND IF WE WENT IN AFTER HIM, HE COULD PICK US OFF, ONE-BY-ONE.

HE'S HEADING FOR THE PARK!

GOTTA HAND IT TO THOSE GIR--LADIES, THOUGH-- THEY SURE CAN HANDLE THEMSELVES IN A FIGHT.

BUT NOW IT'S MY TURN.

HEADS UP, SERPY! THIS RUCKUS AIN'T OVER YET!

THAM!

BUT YOU'VE GOTTA GIVE THE MAN CREDIT FOR TRYIN' HARD.

BKOW

SPIDEY-SPEED, I LOVE YOU! A FRACTION SLOWER, AN' THAT HAYMAKER WOULD'VE CONNECTED.

BUT NOW THAT SCAR-FACE IS OFF-BALANCE, I'VE GOT A CHANCE TO LAND SOME HAYMAKERS OF MY OWN!

KTOW!

SO IT GOES--SPIDEY STAYING JUST OUT OF STEEL SERPENT'S REACH AS HE LEADS THE VILLAIN A MERRY CHASE THROUGH THE DESERTED PLAYGROUND, UNTIL...

I THINK I MADE A WRONG TURN SOMEWHERE.

UH-OH!

I HAVE YOU, HERO! HEMMED IN BY THE BASEBALL BACKSTOP..

YOU'RE TRAPPED!

HE'S RIGHT! I CAN'T JUMP THE FENCE FROM THIS ANGLE, AND IF I TRY TO CLIMB IT HE'LL JUST SMASH THE WHOLE THING DOWN.

HAVE TO WAIT TILL THE LAST SECOND AND HOPE I CAN DUCK HIS PUNCH.

IT'S YOUR VAUNTED SPEED AGAINST MINE, WALL-CRAWLER. WHICH WILL PROVE FASTER...?

NEITHER, DAVOS!

FOR YOU WILL NOT HARM SPIDER-MAN UNTIL YOU'VE FINISHED ME.

IRON FIST!

BUT WHEN I LEFT YOU, YOU WERE AS GOOD AS DEAD!

CAN'T WIN 'EM ALL, TWINKLE-TEETH!

BOK!

NO, WITLING? JUST WATCH ME!

KRAT

KICK DIDN'T FAZE HIM-- HE'S REACTING TOO FAST--

I'M **WAITING**, STEEL SERPENT.

NOT FOR **LONG**, BOY!

YOU CAN'T KEEP **DODGING** ME, FOREVER. I'M AT THE **PEAK** OF MY FORM--DESPITE THIS EVENING'S **BATTLES**--

--WHILE **YOU** ARE BUT A **SHADOW** OF YOUR FORMER SELF. SOONER OR LATER, YOU'LL MAKE A **MISTAKE**.

HSSZH!

I'M DRAWING ON MY **LAST** RESERVES OF STRENGTH--I **AM** A SHADOW OF MY NORMAL SELF--YET DAVOS KEEPS **MISSING**...

...AS IF HE'S **FORGETTING** ALL HIS SKILL AND **TRAINING**, BECOMING NO MORE THAN A HUMAN **BATTERING RAM**.

IF I **DO** MAKE ONE, DAVOS, WILL YOU **NOTICE**?

SHKAM!

WHAT'S **HAPPENING** TO HIM?!

SPIDEY, YOU **OKAY**?

I'M **BREATHING**. I GUESS THAT COUNTS FOR **SOMETHING**.

BUT--**IRON FIST**?!? HAS HE **LOST** WHAT FEW MARBLES HE HAS **LEFT**?!

WHERE'S YOUR **ZAP GUN**, MISTY? MAYBE THAT BLASTER CAN BREAK 'EM **APART** BEFORE...

THE BLASTER WAS AN **EXPERIMENTAL** DESIGN I..."**BORROWED**" FROM LAWYER HOGARTH. IT ONLY FIRED THE **ONE** CHARGE--EVERYTHING ELSE WAS A **BLUFF**.

TIME'S **WASTIN'**, SPIDEY--LET'S GO SAVE M'HERO!

NO!

LET THEM ALONE!!

MISTY, SPIDER-MAN, LISTEN TO ME--PLEASE! I HAVE A SPECIAL KIND OF...RAPPORT WITH IRON FIST. I KNOW WHAT HE FEELS, HOW HE THINKS--I KNOW... HIM.

BEING IRON FIST IS MORE THAN WEARING A FANCY COSTUME AND HAVING A FIST THAT GLOWS IN THE DARK.

IT'S AN IDEAL, A...DREAM -- IT'S BELIEVING IN A CODE OF HONOR AND TRADITION THAT'S LASTED A MILLION YEARS

DON'T YOU SEE?! IRON FIST HAS TO PROVE--HERE AND NOW, TO HIMSELF MORE THAN ANYONE--THAT HE IS WORTHY OF HIS NAME AND ALL THAT GOES WITH IT.

INWOOD PARK COMMUNITY CENTER

WHAT IF HE LOSES?

THEN, AT LEAST HE'LL HAVE DIED WITH HONOR.

HE'LL STILL BE DEAD, COLLEEN.

MISTY KNIGHT HEARS THIS, HER EYES LOCKED ON THE TWO COMBATANTS, HER THUMB LIGHT ON THE HAMMER OF HER COLT PYTHON.

IT WOULD BE SO EASY FOR HER TO LIFT THE GUN AND FIRE...

...BUT SHE DOES NOTHING AND PRAYS SHE'S MADE THE RIGHT CHOICE.

THE GLOW-- IT'S REACHING UP DAVOS' ARMS, BURNING AWAY HIS COSTUME. IT'S LIKE THE TIMES I'VE USED THE IRON FIST TO HEAL MY WOUNDS...

...ONLY WITH DAVOS, THE POWER'S LIKE A WILD THING-- INSTEAD OF CURING HIM, IT'S FEEDING ON HIM!

HEART OF THE DRAGON-- IT CAN'T BE! BUT THERE'S NO OTHER ANSWER.

THE IRON FIST IS A FORCE OF WILL. THE POWER OF SHOU-LAO CAN BE SHAPED BY THE WARRIOR WHO POSSESSES IT, BUT ABOVE ALL--

--IT HAS TO BE CONTROLLED.

DAVOS HAS *FORGOTTEN* THAT-- IF HE EVER *KNEW*-- AND NOW THE POWER'S *TURNING* ON HIM, *CONSUMING* HIM!

I'VE GOT TO *HELP* HIM.

ONLY *SECONDS* LEFT-- HAVE TO TRY TO *ABSORB* THE POWER BACK INTO MY BODY--*DRAIN* DAVOS AS HE DRAINED ME.

BUT THE POWER--*RAGING*, TEARING AT HIM BODY AND SOUL-- THE *SHOCK* MAY KILL *BOTH* OF US. HAVE TO *RISK* IT, THOUGH.

NO! YOU'RE *TAKING* MY POWER! BUT I *WON'T* LET YOU! I'LL--

SHOW!

DANNY!

IT SEEMS *IMPOSSIBLE* THAT ANYONE COULD HAVE *SURVIVED* THE HOLOCAUST, YET AMID A FIFTY-FOOT CIRCLE OF *CHARRED* AND BROKEN EARTH...

...A FIGURE STIRS.

AND *RISES*, HIS RIGHT HAND *GLOWING* WITH THE POWER OF THE *IRON FIST*...

...MISTY...?

...RETURNED ONCE MORE TO ITS RIGHTFUL MASTER.

DANNY--
OH, GOD,
DANNY!!
YOU'RE ALIVE!
YOU'RE ALL
RIGHT!!

MISTY RUSHES INTO HIS ARMS, AND FOR THESE TWO, NO MORE WORDS ARE NECESSARY.

HEY, UH, IRON FIST, I HATE TO INTRUDE-- AN' I HOPE YOU'LL EXCUSE MY ASKING--

--BUT WHAT HAPPENED?!

TO STEEL SERPENT, YOU MEAN?

THE IRON FIST HAPPENED.

OH. THAT EXPLAINS EVERYTHING.

STRANGELY ENOUGH, IT DOES.

HE WANTED THE IRON FIST MORE THAN LIFE ITSELF-- WITHOUT REALLY KNOWING WHAT IT WAS.

WHEN WE FOUGHT, HE FORGOT WHO HE WAS, WHAT HE WAS--ALL THAT MATTERED WAS KILLING ME. ANY WAY HE COULD.

HE UNLEASHED THE IRON FIST, BUT PUT NO CHECK ON IT. SO, THE POWER BUILT UP INSIDE HIM, AND WHEN IT FINALLY TURNED ON HIM, HIS WILL WASN'T STRONG ENOUGH TO HOLD IT BACK.

POWER THIS GREAT IS OFTTIMES ITS OWN JUDGE, JURY, AND EXECUTIONER. STEEL SERPENT WASN'T WORTHY OF THE IRON FIST, AND HE'S PAID THE PRICE.

C'MON, HOTSHOT. YOU'RE STILL HURT--WE'D BEST GET YOU HOME AND INTO BED.

MISTY-- SOMETHING'S BEEN BUGGING ME ALL EVENING...

HAVE WE MET BEFORE?

I WAS WONDERIN' WHEN YOU'D ASK.

WE SURE HAVE, WEB-HEAD. A FEW CHRISTMAS EVES BACK, I GOT JUMPED BY SOME MUGGERS ON MY WAY TO A PARTY IN JERSEY.

YOU AN' SOME DUDE IN A FLYIN' BATHTUB TOOK CARE OF 'EM FOR ME.

THERE'S LAUGHTER NOW, FADING QUICKLY INTO THE NIGHT. AND THEN, FINALLY, THERE'S ONLY...SILENCE.

EPILOGUE:

NESTLED IN A HIGH-MOUNTAIN VALLEY ON AN EARTH THAT IS BOTH LIKE AND UNLIKE OUR OWN STANDS THE IMMORTAL CITY OF K'UN-LUN.

TO SOME, IT IS THE ABODE OF THE GODS. TO OTHERS, THE EMBODIMENT OF A DREAM!

TO A VERY FEW, IT IS SIMPLY HOME. AND AS IN HOMES EVERYWHERE, THERE ARE FATHERS AND SONS, BIRTHS AND DEATHS...

...LOVE AND HATE.

AND GRIEF. EVEN IN AN IMMORTAL CITY, MEN GRIEVE FOR THOSE THEY HAVE LOVED... AND LOST.

LEI KUNG!

MY LORD! FOR--FORGIVE ME, YÜ-TI, I DID NOT MEAN TO INTRUDE ON YOUR INNER SANCTUM... I...

I KNOW WHAT HAS HAPPENED, THUNDERER. I AM TRULY SORRY FOR YOUR SON'S DEATH. I WISH... I WISH... SO MUCH...

...ONLY NOW IT'S TOO LATE FOR WISHING.

I AM OLD BEFORE MY TIME, MY FRIEND, AND I AM ALONE.

THAT CHOICE WAS YOURS, DRAGON LORD.

AND I HAVE PAID FOR IT. I LOOKED AT YOUR SON--AT STEEL SERPENT--AND I SAW MYSELF. I, TOO, HATED AND FEARED IRON FIST--AT TIMES, I EVEN WISHED HIM DEAD.

BECAUSE I THOUGHT THAT--ONE DAY--HE WOULD RETURN TO K'UN-LUN AND TAKE FROM ME MY HEART'S DESIRE.

I MUST HAVE BEEN MAD.

TO HAVE KNOWN DANIEL RAND FOR HALF HIS LIFE AND YET NOT KNOW THE BOY AT ALL. HIS LIFE IS BOUND TO EARTH.

K'UN-LUN--ALL WE ARE, ALL WE REPRESENT--IS TO HIM NO MORE THAN A DREAM.

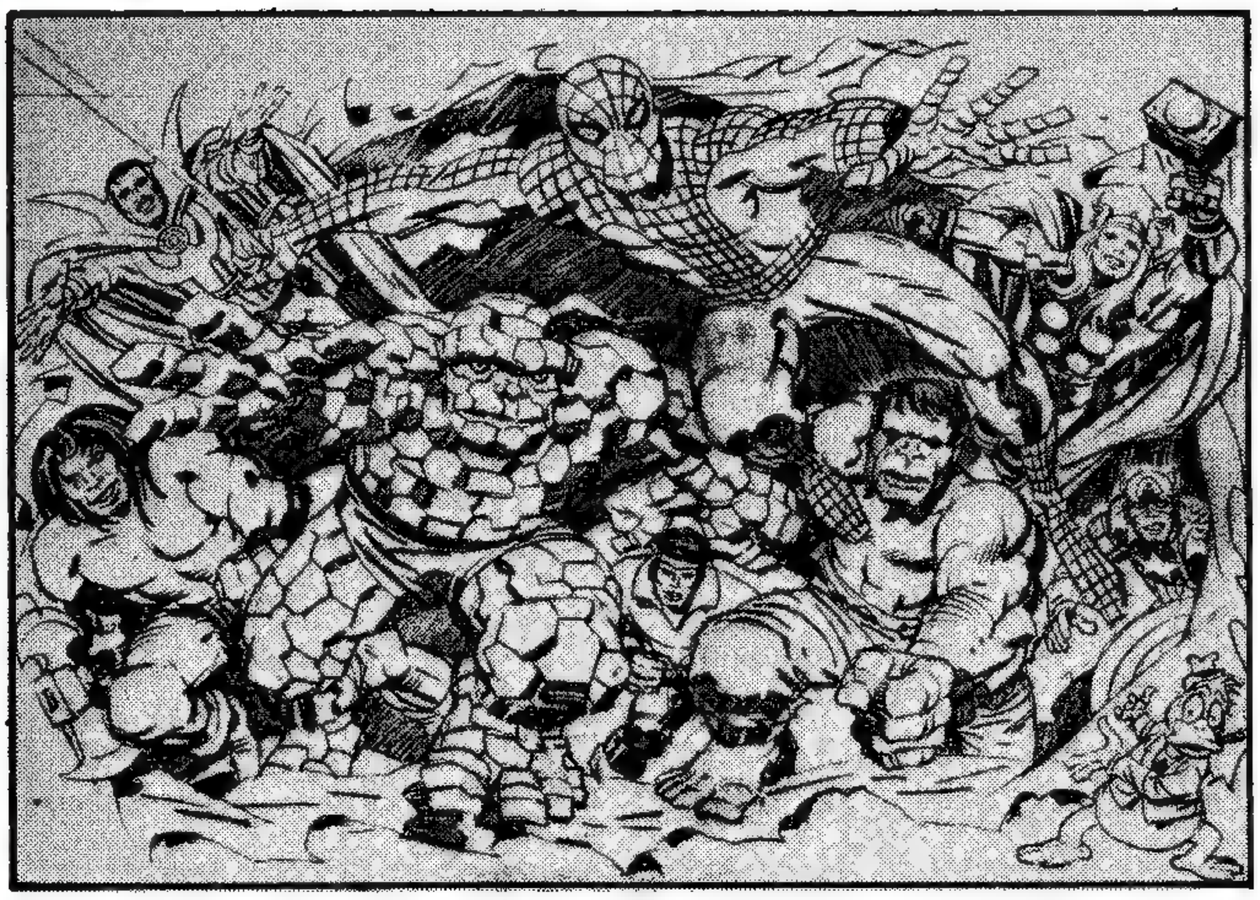
PERHAPS, MY LORD. BUT HE IS AN IMMORTAL SON OF AN IMMORTAL CITY...

...AND BOTH OUR STORIES ARE FAR FROM ENDED.

NEXT ISSUE: THE COMING OF CAPTAIN BRITAIN

Marvel Comics Memory Album Calendar 1977 preview
from *F.O.O.M.* #16 (December 1976)

Special Foom Preview!



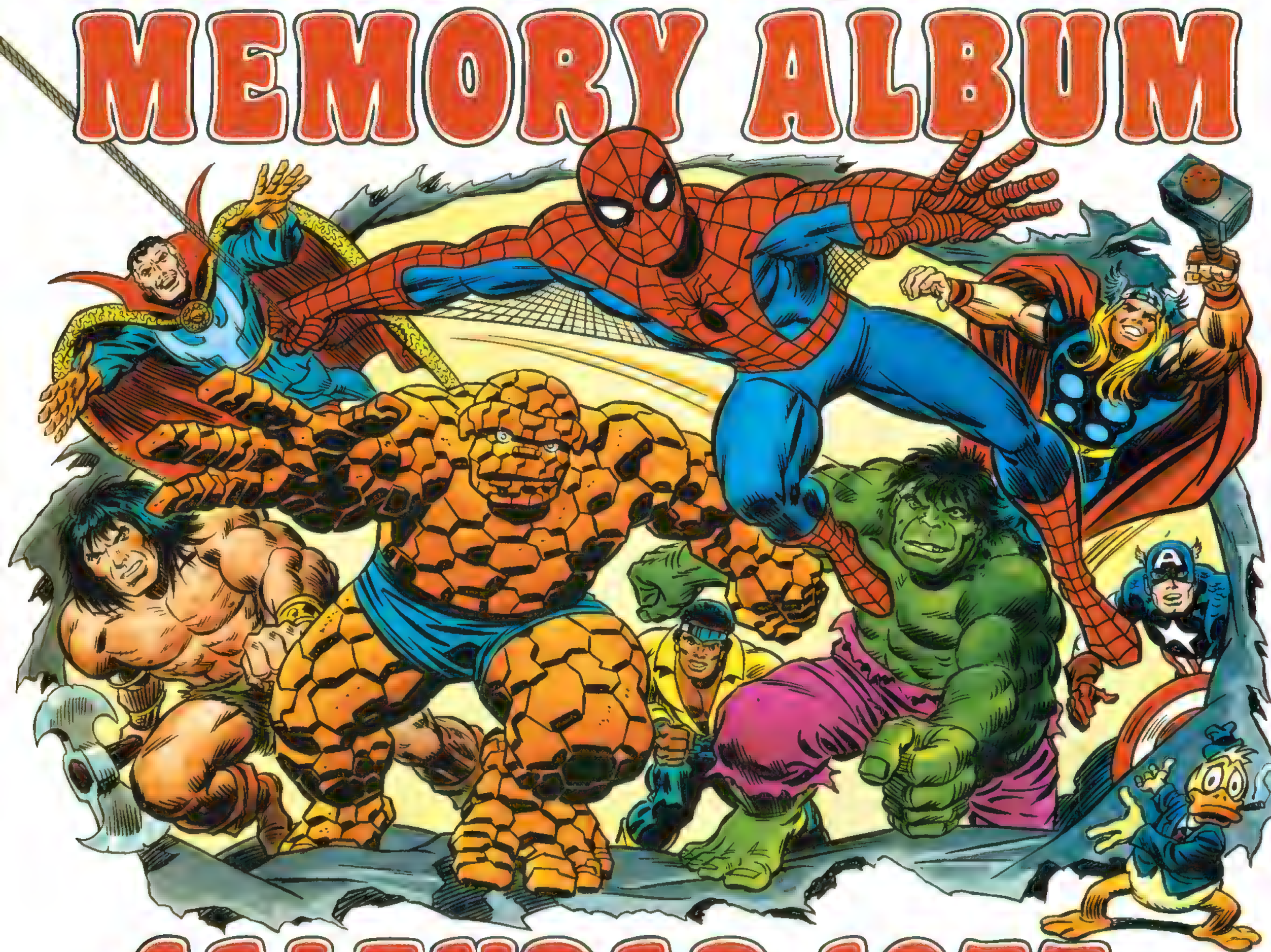
Reproduced on this pandemonious preview page are selected scenes from the third annual Mighty Marvel Calendar, another creative co-venture with Simon & Schuster. Now available in bet ter bookstores everywhere.

"THE TRIAL OF THE GODS" THOR AND LOKI MAY EAT!—
EAT! EAT THE GYM
DR. STRANGE'S FIRST ENCOUNTER WITH THE MAN CALLED NIGHTMARE
THE FUTURE IS NOW! THE AVENGERS' FIRST CLASH WITH KANG THE CONQUEROR

Written by Rascally Roy and illustrated by the Bullpen's best, the 1977 Memory Album is made up of the most momentus moments in Mighty Marvel's magnificent history. The cover is a triumphant team-up of two artistic titans, *Kirby & Romita*. Above, Jack's power-packed pencils; below, Johnny's fantastic finished inks!

Marvel Comics Memory Album 1977 Calendar, written by Roy Thomas and illustrated by a who's who of top art talent, revisited the highlights of Marvel's first fifteen years of shared super hero history. The next three calendars (1978-1980) shifted to character-centric releases starring Spider-Man, the Hulk and Doctor Strange before returning to the full Marvel Universe for 1981's Marvel 20th anniversary calendar.

MARVEL COMICS MEMORY ALBUM



CALENDAR 1977

Cover art by Jack Kirby & John Romita

STAN LEE PRESENTS: THE MIGHTY MARVEL MEMORY ALBUM

WOW! Is it really *fifteen* years already?

Yep.

Although the miracle that is Marvel had its bright beginnings in the very first issue of FANTASTIC FOUR (November 1961), it was the year 1962 which saw the first full fruition of that dynamic dream: the fabulous F.F. in costumes (and a monthly, ever-more-popular mag), the awesome origins of the Hulk, Spider-Man, Thor, and so many others—in short, the birth of the *Mighty Marvel Lineup!*

Thus, it is perhaps appropriate that 1977 be celebrated as our 15th anniversary of a sort—the proper time to wax nostalgic over a decade and a half of full color glories.

(Besides, we were a wee bit *busy* in 1976, celebrating somebody else's birthday—we forget *whose*.)

And what better way to celebrate an anniversary than to mention in passing, in the various months to follow, all the great and near-great milestones which have occurred in each and every year from the early 1960's down to the ever-exciting present!

Pay attention to those milestones, people—'cause there'll be a quiz later.

No, honest—there really *will!*

Namely, each month of this Calendar contains three or four numbered questions about some of Marvel's mightiest heroes and villains—all of which are answered (*correctly*, we hope) on the inside back page. But no peeking ahead of time, now!

Well, that's enough preview-purveying.

Now, it's time to read—to savor—to enjoy—and, if you're old enough to remember the Beatles and Neil Sedaka the first time around, to grow misty-eyed.

Don't be ashamed, wondrous one—we'll be right in there with you!

ROY THOMAS
Writer/Editor

GERRY CONWAY
ARCHIE GOODWIN
Consulting Editors

JOHN ROMITA
Art Director

SOL BRODSKY
Production Coordinator

PATY
Assistant Editor

HARRY CHESTER STUDIOS
Production

with special thanks to:

MARIE SEVERIN
JOHN VERPOORTEN
NANETTE JACOVITZ
ROGET'S THESAURUS

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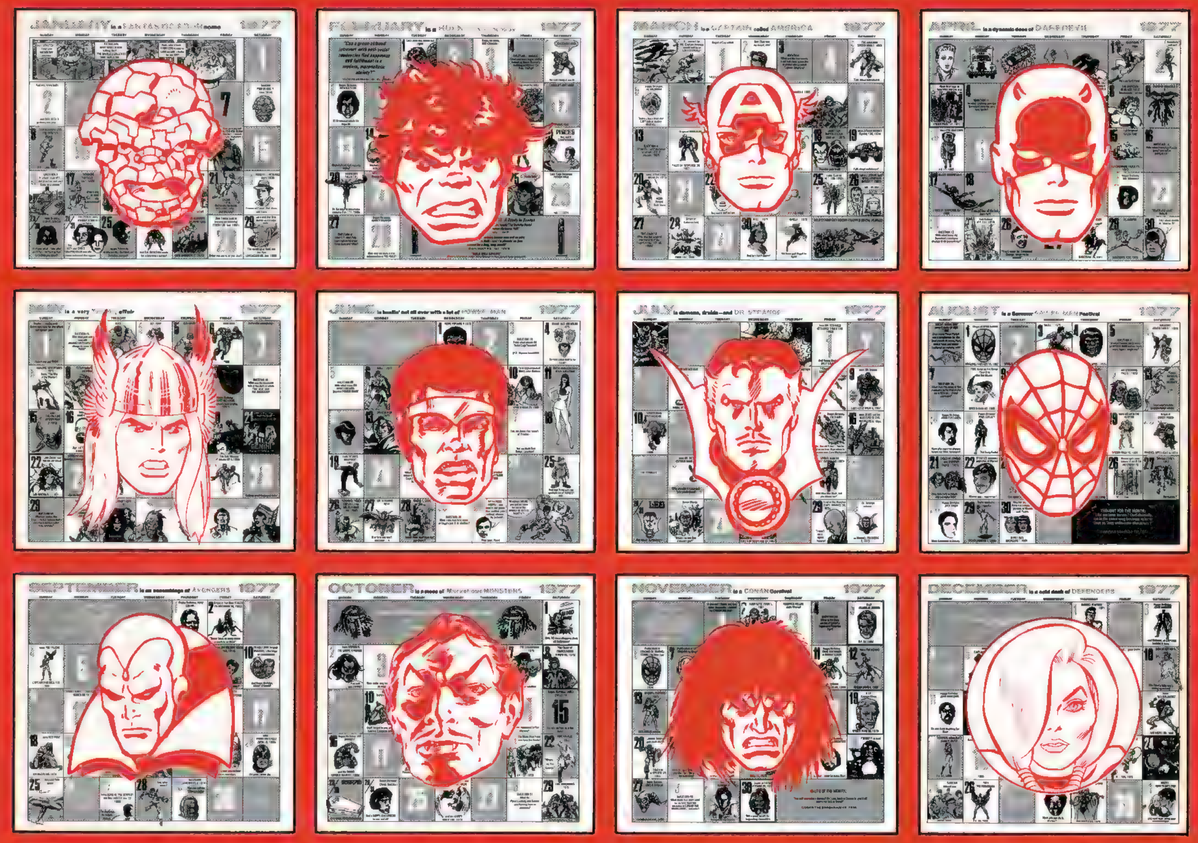
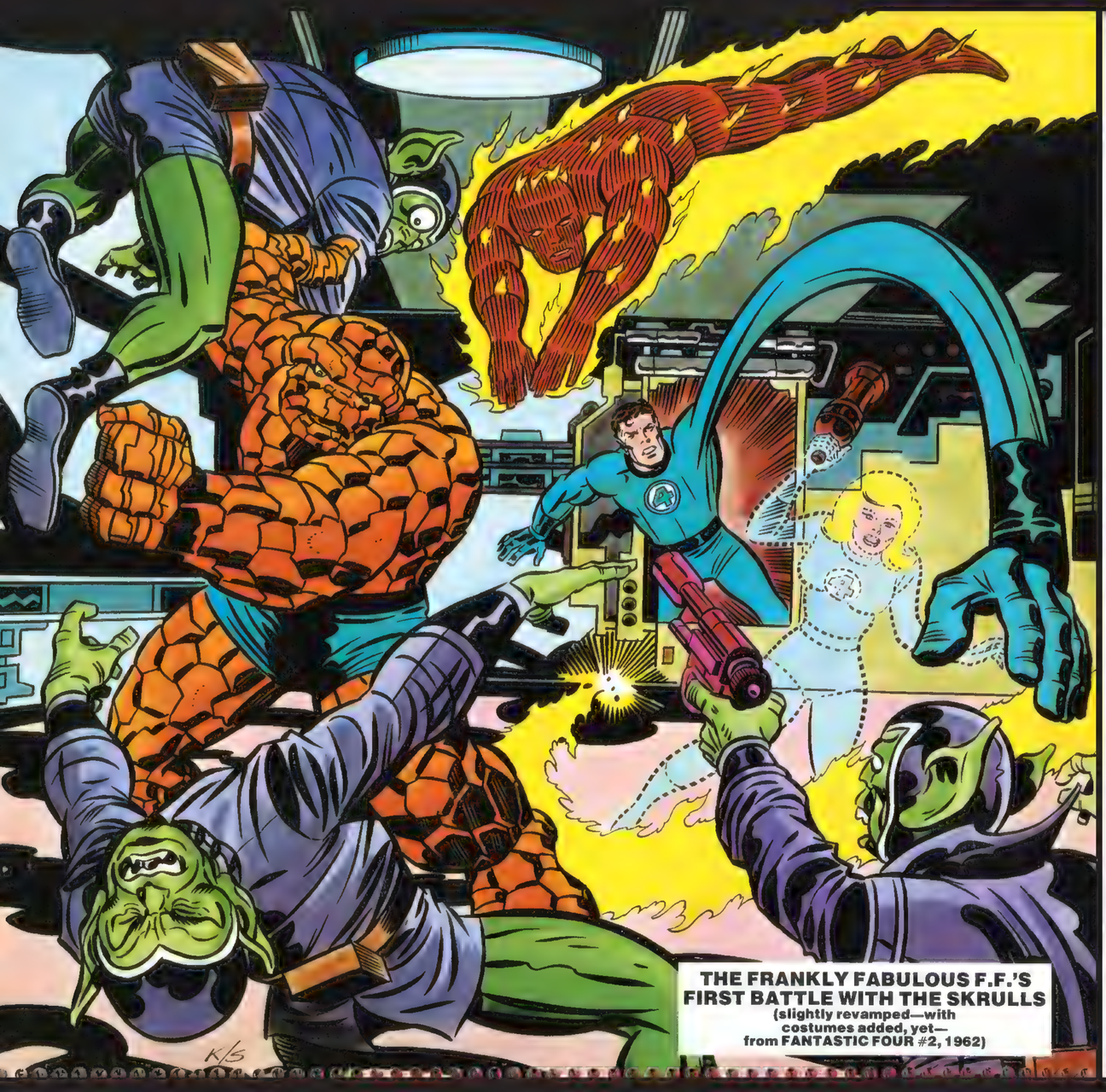
1977 · THE YEAR AT A GLANCE · 1977



Short year, wasn't it? But, for those of you who'd like a more leisurely walk with Father Time, please turn the page—

—and enjoy!



JANUARY is a FANTASTIC FOUR some 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Hey, STRETCH—I wuz just WONDERIN' somethin'. / What IS it, Ben? / If it took only *three issues* to start calling the F.F. "THE WORLD'S GREATEST COMIC MAGAZINE"— / —how come it took FOURTEEN issues to come up with a name for yer KID?						HAPPY NEW YEAR, MARVELITES! **1** (So what'd you *expect* on the morning after New Year's Eve—*originality*?)
And *yes*, trivia buffs— **2** —it's still DON HECK'S birthday this year!	**3** QUESTION 1: What was the *first image* formed by Reed Richards' flare gun in F.F.1 (1961)?	AGATHA HARKNESS makes her debut (FF 94, Jan. 1970)	**5** Stan and the Gang at Carnegie Hall (1972)	**6** THE MONSTER OF FRANKENSTEIN 1 (Jan. 1973)	**7**	**8** MARVEL TWO-IN-ONE 1 (Jan. 1974)
9 First encounter with THE SKRULLS (F.F. 2, Jan. 1962)	**10**	**11** Hank Pym's first appearance— —and darn near his *last!* (TALES TO ASTONISH 27, Jan. 1962)	**12** $V = \pi R^2 H$ $E = mc^2$ $\pi = 3.1416$ Reed Richards of Alternate Earth (F.F.118, Jan. 1972)	QUESTION 2: What inker has worked on more issues of F.F. **13** than anybody besides Joltin' JOE SINNOTT?	**14** How *dare* you tell VICTOR VON DOOM that he is a month early for Valentine's Day!	**15**
16 QUESTION 3: In which issue of F.F. did Stan Lee and Jack Kirby first appear?	**17** HOWARD THE DUCK 1 (Jan. 1976) What a way to start the Bicentennial!	**18** MAN-THING 1 (Jan. 1974) I gave the kid his *start*... taught 'im everything he *knows*...!	**19**	**20** AQUARIUS Key Word: INITIATIVE	**21** ZA-ZAR 1 (1974) And happy birthday, KEITH POLLARD—one day late!	**22** ROBERT E. HOWARD (born 1900) Creator of Conan, Kull, Kane, and Cairn
23/30 Happy Birthday, KLAUS JANSON (Tell you what—take your pick! You can have either birthdate you want!)	**24/31** The 24th is Jazzy JOHNNY ROMITA'S birthday— —But, PATY and CHRIS MacPHERRAN already commandeered *this* square—	**25** so you'll have to celebrate your birthday on *Tuesday*, instead!	The BLACK KNIGHT made his bow in AVENGERS 48, Jan. 1968 And SAL BUSCEMA made his a few years earlier!	THE SUB-MARINER ATTACKS NEW YORK (SUB-MARINER 21, 1970)	Jane Foster tries to become an immortal (THOR 136, Jan. 1967) **28** Either you got it, or you don't.	**29** Let's end this first month on a happy note· The wedding of Hank and Jan Pym (AVENGERS 60, Jan. 1969)

January art featuring the Fantastic Four's first encounter with the Skrulls, by Jack Kirby & Joe Sinnott

FEBRUARY is a HULK-hosted holiday 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
"Can a green-skinned introvert with anti-social tendencies find happiness and fulfillment in a modern, materialistic society?" (TALES TO ASTONISH #84, Oct 1966)		1 Let's start this month out *right!* HULK and THING finally team up (F.F. 167, 1976)	2 *Not* one of Ben Grimm's better ideas	Happy Birthday, TIM CONRAD— 3 —all the way from ALMURIC!	4 QUESTION 4, KIDDIES. What sour-puss super-baddie busted up Bruce Banner's wedding in HULK #124 (Feb., 1970)?	5 Dan Cupid I ain't! He can't keep a secret
6 Happy Birthday, RICH BUCKLER Ol' Greenskin sends his regards	7	8 FEBRUARY FOLLIES #1 Introduction of "MIKE MURDOCK" (DAREDEVIL 25, 1967)	How many of you had forgotten all *about* Mike? 9 'Fess up, now!	10 BLACK BOLT SPEAKS! (F.F. 59, 1967)	11 And when he talks— —everybody listens!	LINCOLN'S BIRTHDAY 12 Honest, Abe!
13 Nobody'll set foot outside today!	14 ST. VALENTINE'S DAY Anybody for a friendly little massacre?	15 QUESTION 5: In what mag and issue did Ka-Zar's origin first appear?	Happy Birthday, RON WILSON 16 Whadda you want— *presents?*	17 FEBRUARY FOLLIES#2 GHOST RIDER (western) 1	18 THE PUNISHER (Intro, SPIDER-MAN 129, 1974)	19 PISCES Key word: COMPASSION
20 FEBRUARY FOLLIES #3 Dr. Strange in superhero costume (ish 177, 1969)	Happy Birthday, FRANK BRUNNER 21	22 Enter RED SONJA (CONAN 23, 1973) *See,* G.W.? Don't say *we* never never gave *you* anything!	23 Happy Birthday, DOUG MOENCH Only 37 pages to write today!	24 FEBRUARY FOLLIES #4 Rick Jones joins Captain America (C.A. 110, 1969)	25 Fickle fink!	Luke Cage becomes POWER MAN 26 Ish 17, 1974
27 QUESTION 6: What F.F. story has been reprinted more times than any other?	Happy Birthday, NANCY MURPHY 28 *Now* may we have a free subscription to THE HULK?	*OL' PURPLE-PANTS' PROGRESS: A Study in Syntax* *"I—I seem to* remember *now! It was the bomb!* The Gamma Rays! *They turned me into* this— *when darkness fell!"* (from HULK #1, May 1962) *"You and the* rest *of the weakling human race will be safe when there ain't no more Hulk—and I'm plannin' on bein' around for a long, long time!!!"* (from HULK #5, Jan. 1963) *"HULK WILL* SMASH!" (from blamed-near any issue in the past ten years!)				

February art featuring the Hulk and Sub-Mariner's epic battle over Manhattan, by Ed Hannigan & John Romita

MARCH is a CAPTAIN called AMERICA 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
	If it weren't for ME, Captain America would still be in COLD STORAGE!	Origin of Cap retold **1** TALES OF SUSPENSE 62, 1965	**2** Hey! That was *my* origin, *too!*	**3** QUESTION 7: What are the two names *(real* and *code)* given the scientist who created Captain America?	**4**	**5** THE AMAZING SPIDER-MAN 1, 1963 Talk about milestones!
6 Happy Birthday, AL MILGROM There's more than one CAPTAIN at mighty MARVEL	**7**	**8** Intro GALACTUS and the SILVER SURFER F.F. 48, 1966	**9** QUESTION 8: What "Golden Age" heroes did Rick Jones dream up to battle the Kree in AVENGERS 97, 1972?	**10** AVENGERS 4, 1963 **11**	**12**	
13 QUESTION 9: What Marvel Milestones occurred in F.F. 3, January 1962?	**14** Origin of IRON MAN TALES OF SUSPENSE 39, 1963	Happy Birthday, DAN ADKINS **15** May your drybrush never droop	**16** The Beatles "guest-star" in STRANGE TALES 130, 1965	**17** Medusa joins F.F. F.F 132, 1973	**18** GIANT-SIZE SUPER-VILLAIN TEAM-UP 1, 1975 The title says it all!	**19** Intro SPIDER-MOBILE (Spidey 130, 1974) Talk about *millstones!*
20 "Song of Red Sonja" (CONAN 24, 1973) ACBA Award, Best Story	**21**	**22** ARIES Key word: INITIATIVE	**23** First THING VS. HULK fistfest **24** F.F. 12, 1963	**25** Enter Gabriel (F.F. 120, 1962) Hi!	**26** Intro J. JONAH (and JOHN) JAMESON (SPIDEY 1, 1963) That's my boy!	
27 QUESTION 10: What was the original membership of the Frightful Four in FF 36, 1965?	**28** Origin of Galactus told THOR 162, 1969	Many happy returns VAL MAYERIK **29** Oh yeah — and Happy Birthday, too!	**30** KULL 1, 1971 And he's back *again!*	**31** OMEGA 1, 1976 We have just begun to fight!	HELP STAMP OUT BOOBY-TRAPPED DRONE PLANES!	

March art featuring Captain America's origin, by Jack Kirby & Frank Giacoia

APRIL is a dynamic dose of DAREDEVIL 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
					1 DAREDEVIL 1, 1964 — He's *no* April Fool!	2 Somebody *call* me?
3 Near-Marriage of Aunt May and Doc Ock — SPIDER-MAN 131, 1975	4 QUESTION 11: In what rundown gym did Daredevil have his very first battle?	5 Happy Birthday, GIL KANE — Raw Talent and Raconteur	6	7 THE SUB-MARINER INVADES NEW YORK — SUB-MARINER 60, 1973	8 THE WENDIGO (Hulk 162, 1973) Abominable, ain't he?	9 TOMB OF DRACULA 1 (1972)
10 Intro THE WATCHER — F.F. 13, 1963	11 CAPTAIN AMERICA 100 — First New Issue, 1968	12 Intro OX — DD 15, 1966	13 KAREN PAGE — The girl in DD's past	14 Happiness is a Billy-Club Full of Gimmicks	15 Full Origin of Ka-Zar Told — ASTONISHING TALES 11, 1972	16 QUESTION 12: How many times has Ka-Zar guest-starred in DAREDEVIL?
17 BLACK WIDOW Intro — TALES OF SUSPENSE 52, 1964	18 (That DD has all the luck, don't he?)	19 QUESTION 13: What was the number of the AVENGERS issue (Jan. 1965) in which Baron Zemo bought it?	20 TAURUS — Key word: DETERMINATION	21 The Liberty Legion first appears in MARVEL PREMIERE 29, 1976 (And if you think we're gonna try squeezing all of *them* into one little *square . . . !)*	22 Happy Birthday, SOL BRODSKY	23 "Wait'll next year!" — Solly B.
24 QUESTION 14: With what issue did Daredevil's costume change to its present *red?*	25 Exit Gabriel (F.F. 121, 1972) — BYE BYE!	26 Happy Birthday, GEORGE TUSKA — "You'll never be 'Lonesome George' while *we're* around!"	27	28 EL CONDOR — DAREDEVIL 75, 1971	29 EL JAGUAR — DAREDEVIL 120, 1975	30 This whole month is *"shot to El"!*

April art featuring Daredevil leaping from his original costume to his iconic red togs, by Gil Kane & Joe Sinnott

May art featuring the epic Asgardian drama of Odin's sons Thor and Loki, by John Buscema & Joe Sinnott

MAY is a very THORry affair

1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Hmmm . . . maybe we'd better apologize for that above outrageous *pun*— **1** —before you get THOR!	**2** QUESTION 15: With what year and issue did JOURNEY INTO MYSTERY change its name to THOR?	**3** HULK 1 1962	**4** SGT. FURY 1 1963	**5** SUB-MARINER 1 1968	**6** IRON MAN 1 1968	And on the seventh day— **7**
8 AMAZING ADVENTURES 1, 1973 (Intro, "The War of the Worlds")	**9** So how come *they* get top billing?	**10** Trial of the Gods begins (J.I.M.116, 1965)	**11** AT LAST! The meaning of the letters *F.O.O.M.* revealed to a breathlessly waiting world! 1973	**12** World takes breath 1973	**13** Happy Birthday, MARV WOLFMAN And how's your brother, "THE"?	**14** QUESTION 16: What was the issue and title of the story in which Thor, *et al.*, quit THE AVENGERS?
15 Intro THE VULTURE (SPIDER-MAN 2, 1963)	**16** Happy Birthday, JOHN VERPOORTEN *See*, J.V.? Finally— a new photo!	**17** *Now* may we have an extra day on that deadline?	**18** QUESTION 17: What is the name of the doctor whom Jane Foster loved (*besides* Don Blake, we mean)?	**19** Prince Namor invades New York to lecture U.N. on pollution of sea (SUB-MARINER 25, 1970)	**20** KRAK!	**21** Gwen Stacy "returns" from the dead SPIDER-MAN 144, 1974 GEMINI Key word: MENTALITY
22 *Lady Dorma:* one who did *not* return SUB-MARINER 37, 1971	WINSLOW MORTIMER'S birthday is sometime this month— **23** —but we forget just *when!*	**24** IRON FIST Intro (MARVEL PREMIERE 15, 1974) Bruce Lee, watch out!	**25** Most Outrageous Title of a Comic-book Story in the 1960's: "THOU SHALT NOT COVET THY NEIGHBOR'S PLANET!" (DD 28, 1967)	**26** Happy Birthday, HERB TRIMPE— —wherever you may roam!	**27** The Sub-Mariner returns (FF 4, 1962)	**28** Nothing much happened today
29 QUESTION 18: What two names has Thor's mystic hammer had and where did they come from, anyhow?	**30** Intro GROWING MAN (THOR 140, 1967) *Now* you introduce me—when we're almost out of *month!*	**31** SAVAGE TALES 1, 1971 A milestone of sorts	HEY, MOPHEAD — WE WERE IN THERE *TOO*, Y'KNOW!			

June art featuring Luke Cage's origins as a Hero for Hire and Power Man, by Ron Wilson & Joe Sinnott

JUNE is bustin' out all over with a lot of POWER, MAN!

1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
WORDS TO LIVE BY *"I'm back, honey . . . but I'm hardly the man you knew. Even had to get a new name. Kept a little of the old one . . . rest is what I remember most about prison . . . LUKE CAGE!"*			1 HERO FOR HIRE 1 1972 a.k.a. POWER MAN	2 As the Bard said: "What's in a name?"	3 QUESTION 19: From what prison did "Luke Cage" escape? (P.S.: He was innocent!)	4 GIANT-SIZE INVADERS 1, 1975 So how come they're so *small?*
5 QUESTION 20: With what issue did HERO FOR HIRE become POWER MAN?	6 KULL 1, 1971	7 Intro DIAMONDBACK HERO FOR HIRE 1, 1972	8 Intro THE GOLEM (STRANGE TALES 174, 1974) Not one of our greatest ideas	9 Happy Birthday, GEORGE PEREZ Guru of the super-groups	10 First appearance of Mary Jane Watson SPIDER-MAN 25, 1965	11 We've seen a *lot more* of her since then!
12 Happy Birthday, LEN WEIN Or, as the Hulk would say: *"Who?"*	13 DRACULA LIVES 1, 1973	14 Happy Birthday, SAM GRAINGER May your inkwell never clot!	15 Happy Birthday, ROSS ANDRU NEAL ADAMS DON McGREGOR (And if there weren't so *many* of you, we'd have squeezed in your picture!)	16 Happy Birthday, FRANK THORNE	17 Yes, we *know* that wasn't ol' Frankie— —but we think Red Sonja's *prettier!*	18
19 First "STAN'S SOAPBOX" 1967 SOAP	20 And he's been goin' strong ever since!	21 QUESTION 21: What's the name of the movie theatre where Luke Cage hangs his metal head-band?	22 CANCER Key word: TENACITY	23 FRANKIE RAY revealed to be pen name of FRANK GIACOIA (1966)	24 ADAM AUSTIN revealed to be pencil name of GENE COLAN (1966)	25 And wait'll we turn the spotlight on ol' HONEST IRV!
26 STRANGE TALES 169 (first real DR. STRANGE ish, 1968)	27 DR. STRANGE 1, 1974 If at first you don't succeed . . . !	28 SHIELD 1, 1978 Never mind *that!* How do I get *down?*	29 QUESTION 22: What's the real first name of Cage's pal, D.W. Griffith?	30 Hi! I'm ROSS ANDRU—and they're not gettin' thru another year without showin' my picture! Nice goin', Ross!	Waddaya MEAN, you got no room for me in the WHOLE BLASTED MONTH??	

July art featuring Doctor Strange's encounter with Nightmare from his debut adventure, by Gene Colan & Jack Abel

JULY is demons, druids—and DR. STRANGE 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
	WORDS TO LIVE BY Revisited: By *Raggadorr's* seven rings! By *Cyttorak's* crimson bands! Let yon demons feel *Valtorr's* stings— So *Dr. Strange* commands! —Strange Tales 152, 1967 There's something in that for all of us!				Intro DR. STRANGE (STRANGE TALES 110, 1963) 1 And Happy Birthday, BILLY GRAHAM	2
3 QUESTION 23: In what issue of STRANGE TALES did Doc Strange receive his present Cloak of Levitation?	INDEPENDENCE DAY 4 Happy *201*st, America!	But watch out for the ever-dreaded Dormammu!	6 Intro GREEN GOBLIN SPIDER-MAN 14, 1964	7 Intro BLACK PANTHER FANTASTIC FOUR 52, 1966	8 T'Challa gets own strip JUNGLE ACTION 5, 1973 It *took* long enough!	9 Intro DR. DOOM *He* should talk! FANTASTIC FOUR 5, 1962
10 SPIDER-MAN SPECTACULAR 1 1968	11 QUESTION 24: In how many Dr. Strange stories did *Clea* appear before she got a *name*?	12 THE SUB-MARINER INVADES NEW YORK (Sub-Mariner 39, 1971) What—*again*?	Happy Birthday, TOM PALMER and MIKE PLOOG 13 —in alphabetical order, natch!	14 Happy Birthday, MIKE ESPOSITO Poker-playing Pen-pusher	15 Happy Birthday, JACK ABEL (No, this isn't Jack—but he used to ink Iron Man when his pen name was Gary Michaels!)	16 Intro ZEMO and his MASTERS OF EVIL AVENGERS 6, 1964
17 THE ETERNALS 1 (1976) and 2001 #1 (1976) Who says this isn't the Marvel Age of Science Fiction?	18 Intro DR. OCTOPUS (SPIDER-MAN 3, 1963) Why *shouldn't* I take over two whole days?	19 I'm *twice* as bad as other super-villains!	First GREEN GOBLIN Dies 20 SPIDER-MAN 122, 1973	21 Intro TARANTULA (SPIDER-MAN 134, 1974)	"SPIDER-MAN NO MORE!" (SPIDER-50, 1967) With foes like *them*, can you *blame* me?	23 QUESTION 25: What issue of MARVEL PREMIERE STARRING DOCTOR STRANGE heralded a super-villain on the cover who was never even *mentioned* inside?
24/31 LEO Key Word: AUTHORITY	25 Baron Mordo "What's *he* got that I haven't got?"	First Marvel/DC Joint Venture 26 WIZARD OF OZ, 1975	27 Happy and Pepper Hogan Announce Marriage TALES OF SUSPENSE 91, 1967	28 QUESTION 26: What was the alter ego which Dr. Strange was once given by the awesome Eternity?	29 Trial of the Watcher (CAPT. MARVEL 39, 1975) "I won't do it again—honest!"	30 Dr. Strange returns— —in MARVEL PREMIERE 3, 1972

THE MOMENT OF TRUTH—
WHEN SPIDER-MAN LEARNED THAT
THE MAN HE ALLOWED TO
ESCAPE A PURSUING POLICEMAN
IS THE MAN WHO LATER
MURDERED HIS UNCLE BEN!
(from Spidey's Origin, in
AMAZING FANTASY #15, 1961)

AUGUST is a Summer SPIDER-MAN Festival 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
GREAT UNSOLVED MYSTERIES OF OUR TIME: How come Peter Parker wore eyeglasses for the first couple of years, then broke them and never bothered to replace 'em?	1 Origin of SPIDER-MAN — AMAZING FANTASY 15, 1962	First ROMITA Ish 2 — SPIDER-MAN 39, 1966	3 SKULL 1, 1975	4 — PLANET OF THE APES 1, 1974	5 QUESTION 27: In what famous early issue of SPIDER-MAN did our hero never fight a single foe?	6 AMAZING ADVENTURES 1, 1970
7 QUESTION 28: What was the name of the *magazine* published in the early 80's by J. Jonah Jameson?	8 TWO Vultures Are Better Than One — But Not Much! — SPIDER-MAN 63, 1968	9 Happy Birthday, BOB McLEOD — —and THOR, who debuted in JOURNEY INTO MYSTERY 83, 1962	10	11 DEFENDERS 1, 1972	12 ASTONISHING TALES 1, 1970	13 Happy Birthday, JIM MOONEY — —from your friendly neighborhood whozit
14 Happy Birthday, JOHN COSTANZA — Now who *says* we always forget our liltin' letterers?	15 Happy Birthday, PAUL GULACY — The Kung-Fu Kid	16 — What? Nobody was born today?	17 DEATHLOK Takes Over (A.T. 25, 1974)	18 QUESTION 29: What Avenger objected strenuously to Spidey's joining the Avengers (in SPIDER-MAN ANNUAL 3, 1966?)	19 Intro KRAVEN THE HUNTER — SPIDER-MAN 15, 1964	20 Origin of GHOST RIDER — MARVEL SPOTLIGHT 5, 1972
21 TALES OF ZOMBIE 1 and VAMPIRE TALES 1, 1973 — May they rest in peace — and we *mean* that!	22 STAN LEE becomes publisher of Marvel — Wanna buy a typewriter?	23 VIRGO — Key word: SERVICE	24 Happy Birthday, BOB BROWN — —and the OWL (DAREDEVIL 3, 1964)	SHIELD Debuts 25 — STRANGE TALES 135, 1965	26 Namor gets own series (TALES TO ASTONISH 70, 1965) — Off to a fine start!	27 'BRAND ECHH 1, 1967 — Remember?
28 Happy Birthday, JACK KIRBY — Most Awesome of Artists	29 Surfy sends his regards! — SILVER SURFER 1, 1968	30 Whizzer and Miss America revealed as parents of Wanda and Pietro — GIANT-SIZE AVENGERS 1, 1974	31 QUESTION 30: What was the nemesis of the Sinister Six (a SPIDER-	THOUGHT FOR THE MONTH: "Like costume heroes? Confidentially, we in the comic-mag business refer to them as 'long-underwear characters'!" —AMAZING FANTASY 15, 1962		

August art featuring Spider-Man's confrontation with the burglar who killed Uncle Ben, by Ross Andru & Mike Esposito

SEPTEMBER is an assemblage of AVENGERS 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
WORDS TO LIVE BY: (from AVENGERS 1, 1963) "we'll fight together, or separately, if need be!" (Iron Man) "I pity the guy who tries to beat us!" (Hulk) "We'll never be beaten! For we are . . . THE AVENGERS!" (Thor) "I want a recount!" (Loki)				**1** Happy Birthday, GENE COLAN— —and the AVENGERS! (born 1963)	**2** Origin of Ant-Man (TALES TO ASTONISH 35, 1962) "Never have so many owed so much to so little!"	**3** QUESTION 31: In what issue were the immortal words "AVENGERS ASSEMBLE!" first uttered?
4 Intro THE FALCON CAPTAIN AMERICA 119, 1969	MARVEL SUPERHEROES TV SERIES (1966) **5**	**6** Happy Birthday, ARCHIE GOODWIN As your present, we'll never make you script THE AVENGERS!	**7** Happy Birthday, FRANK ROBBINS So guess what we're *not* giving *you!*	**8** Intro SUPER SKRULL FF 18, 1963	**9** Intro JIM WILSON (HULK 155, 1970) Who needs Rick Jones?	**10** DEADLY DUO formed Definitely a marriage of convenience And Happy Birthday, GERRY CONWAY
11 QUESTION 32: How many names as a superhero has Hank Pym had? (And what were they all, anyway?)	SPIDEY AND F.F. CARTOON SERIES ON TV **12** 1967	**13** X-MEN 1, 1963 Not exactly a bunch of Campfire Girls	**14** Intro 1950's Captain America (1972) Hi, Cap! Hi, Cap!	**15** Esquire magazine does feature article on Marvel (1968)	**16** Intro HAWKEYE (TALES OF SUSPENSE 57, 1964) A straight shooter	The Ancient One becomes at one with the universe **17** MARVEL PREMIERE 18, 1972
18 Intro RED WOLF AVENGERS 80, 1970	**19** SPIDER-MAN 100 (1971) Four-armed is forewarned!	**20** Happy Birthday, STEVE GERBER And don't worry—the Defenders have their own month!	**21** Marriage of Wanda and Pietro (FF 150, 1974)	**22** QUESTION 33: What was the first great shake-up in the Avengers lineup (after the Hulk left, that is?)	**23** LIBRA Key word: COMPANIONSHIP But *this* is *ridiculous!*	**24** Intro PHANTOM EAGLE (MSH 16, 1968) Old pilots never die . . .
25 . . . they just fade away!	**26** QUESTION 34: What major super-villain has had no less than three identities—and has fought the Avengers in two of them?	**27** Intro SONS OF THE SERPENT and BILL FOSTER (Av. 32, 1966) I'm destined for bigger things!	**28** See what I mean?	**29** Intro KANG (AVENGERS 8, 1974) *You* can call me CONQUEROR!	**30** days hath September . . .	and 30 *members* hath the *Avengers!*

September art featuring the Avengers' first encounter with Kang, by George Pérez & Joe Sinnott

OCTOBER is a mess of Marvel-ous MONSTERS 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
						1 — BLOOD BANK (OPEN 9AM–5PM) — Only 30 more shopping days till Halloween!
2 — Intro MORBIUS, THE LIVING VAMPIRE — You call this LIVING?	3 — Now make way for BARON BLOOD!	4 — QUESTION 35: Quick! Name the original authors of *Dracula, Frankenstein,* and *Five Little Peppers and How They Grew!*	5 — Intro THE VISION (AVENGERS 57, 1968)	6 — Intro SON OF SATAN (MARVEL SPOTLIGHT 12, 1973)	7 — THE CHAMPIONS 1, 1975 — It's always fair weather . .	8 — The Death of THUNDERBIRD (X-MEN 95, 1975)
9 — QUESTION 36: If Marvel's had a Living Vampire and a Living Mummy, how come they can't bring back Bucky Barnes?	10 — SPIDEY SUPER-STORIES 1, 1974 — Don't forget to pay your Electric Company bill!	11 — First MAN-THING story in FEAR — Ish 10, 1972	12 — CONAN THE BARBARIAN 1, 1970 — —and didn't this used to be Columbus Day?	Intro: HIM (F.F. 67, 1968) 13	14 — Whatever *happened* to Him, anyway?	Happy Birthday, VINCE COLLETTA 15 — He inks as fast as a bat flies!
16 — Happy Birthday, JOE SINNOTT — —and the RHINO (SPIDER-MAN 41, 1966)	17 — By the way, that's the *Rhino* back there!	18 — Intro LOKI (J.I.M. 85, 1962) — Not *exactly* a monster, but still . . .	19 — WONDER MAN (AVENGERS 5, 1964) — Gone, but not forgotten!	20 — In fact, not even *gone!*	21 — The Mole Man finds true love (he thinks!) — F.F. 127, 1972	22 — DOC SAVAGE 1, 1972 — "Where's my Pal, George?"
23/30 — SCORPIO — Key word: REGENERATION	24/31 — Happy Birthday, CRAIG RUSSELL — And a HAPPY HALLOWEEN to one and all!	25	26 — Happy Birthday, GLYNIS WEIN— — —and the HARPY (HULK 168, 1973)	27 — And, if you ask us which one *that* was . . .	28 — QUESTION 37: What do Peter Cushing and Rachel van Helsing have in common?	29 — THE INHUMANS 1, 1975 — It took ten years, but . . .

FAMOUS QUOTATIONS FROM THE MAGNILOQUENT MAN-THING:

" _____ "

(There's a lesson there for all of us!)

October art featuring Dracula surrounded by the heroes that hunt him in the pages of *The Tomb of Dracula*, by Gene Colan & Tom Palmer

NOVEMBER is a CONAN Carnival 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
WORDS TO LIVE BY: *"Civilized men are more discourteous than savages, because they know they can be impolite without having their skulls split, as a general thing."* —Robert E. Howard, "The Tower of the Elephant."		If you can't figure out how come November's named for CONAN this year— **1** —then sneak a peek at the *22nd!*	**2** FANTASTIC FOUR 1, 1961 They started it all!	FEDERICO FELLINI visits Marvel **3** 1965	**4** QUESTION 38: What is the time-period of Conan's legendary Hyborian Age?	**5** R.I.P. FRANKLIN STORM F.F. 32, 1964
6 Publication of ORIGINS OF MARVEL COMICS by Stan Lee 1974	**7** Publication of SON OF ORIGINS by Stan Lee 1975	**8** Publication of HERE COME THE BAD GUYS! 1976	**9** Happy Birthday, BILL MANTLO May your typewriter never tire!	**10** Intro ALICIA (F.F. 8, 1962) —and yes, the PUPPET MASTER, too	**11** Happy Birthday, DAVE COCKRUM & ROGER SLIFER —and the VISION (Origin: AVENGERS 58, 1968)	**12** Intro THE LIZARD SPIDER-MAN 6, 1963
13 MARVEL FEATURE 1, 1975 RED SONJA returns	**14** It always takes us a day to rest up after seeing Big Red.	**15** QUESTION 39: Which persons, stories, etc., associated with CONAN THE BARBARIAN have won the comicbook industry's own Academy Award?	**16** Intro WOLVERINE First Canadian superhero And it was about time! HULK 181, 1974	**17** The Girl with No Name CONAN 58, 1975	**18**	**19** R.I.P. Captain Stacy SPIDER-MAN 90, 1970
20 Captain America gets own series TALES OF SUSPENSE 59, 1964	**21** IRON FIST 1, 1975 How're you gonna keep a guy like *this* from gettin' his own mag?	**22** Happy Birthday, ROY THOMAS SAGITTARIUS Key word: ASPIRATION	**23** King Kull dethroned by Thulsa Doom So who wants to be reminded? KULL 11, 1973	**24** THANKSGIVING I do! THULSA DOOM—who else?	**25** Happy Birthday, CHRIS CLAREMONT So *that's* what he looks like!	**26** ETERNITY at last! STRANGE TALES 136, 1965
27 Intro: Second GREEN GOBLIN SPIDER-MAN 126, 1973	**28** QUESTION 40: What name has been used for no less than *two* heroines in CONAN THE BARBARIAN—and *why?*	**29** Intro MURILO (CONAN 11, 1971) A rogue in *any* house	**30** Death of FAFNIR (CONAN 20, 1972) Not a good month for supporting characters	QUOTE OF THE MONTH: "You call yourselves thieves? By Crom, back in Cimmeria, you'd all starve for lack of bread!" —CONAN THE BARBARIAN 42, 1974.		

November art featuring Conan and Red Sonja battling a host of Hyborian Age horrors, by John Buscema & P. Craig Russell

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WHAT A WAY TO CELEBRATE CHRISTMAS! THE DEFENDERS DEFY THE WORLD-SHATTERING OMEGATRON
(from their Origin in MARVEL FEATURE #1, 1971)

DECEMBER is a cold dash of DEFENDERS 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
"If the THING is in a superhero group—then the HULK ought to be in a superhero group!" —Quotations from Chairman Stan, 1971				1 MARVEL FEATURE 1, 1971 Introducing—THE DEFENDERS	2 And please don't ask us why we've had *two* first issues of MARVEL FEATURE!	3 Happy Birthday, JOHN WARNER —and NOMAD, of CAPTAIN AMERICA fame
4 QUESTION 41: Who were the original members of the Defenders?	5 Intro CAPTAIN MARVEL MARVEL SUPERHEROES 12, 1967	6 Origin of DR. STRANGE STRANGE TALES 115, 1963	7 First MIGHTY MARVEL CHECKLIST—*and* the unveiling of the MERRY MARVEL MARCHING SOCIETY (1984)	8 Intro HOWARD THE DUCK FEAR 19, 1973	9 The F.F. goes broke F.F. 9, 1962	10 SON OF SATAN 1, 1975 The Devil's little boy's grown up at last!
11 Happy Birthday, JOHN BUSCEMA He can draw anything but flies!	12 Intro SHANG-CHI (MARVEL SPECIAL EDITION 1, 1973) Kung Fu comes to the comics	13 Betty Ross marries Glenn Talbot HULK 158, 1972	14 THE VULTURE No. 3 Third time lucky? SPIDER-MAN 127, 1973	First BULLPEN BULLETINS 15 1965	16 QUESTION 42: What was the original name of XEMNU, the Living Titan?	27 Intro YELLOWJACKET AVENGERS 59, 1968
18 CRYSTAL takes Sue's place in the F.F. F.F. 81, 1968	First MARVEL T-SHIRTS for sale 19 1965	20 QUESTION 43: How many alter egos has the Valkyrie had?	21 Black Knight off to the Crusades DEFENDERS 11, 1973	CAPRICORN 22 Keyword: AMBITION	23 Intro THUNDRA F.F. 129, 1972	24 CHRISTMAS EVE "Peace on earth"
25 "... Good will toward men." CHRISTMAS	26 Intro THE INHUMANS F.F. 45, 1965	27 QUESTION 44: Quick! Name all the heroes who've been Defenders to date!	28 Happy Birthday, STAN LEE Think *you* can do it, Smiley?	29 Intro VALKYRIE AVENGERS 83, 1970	The Hulk becomes the Golem (HULK 137, 1972) 30	31 HAPPY NEW YEAR'S EVE! —and next year, bring your own mistletoe!

December art featuring the battle with the Omegatron, the event that bound the Defenders together, by Sal Buscema & John Verpoorten

WOULDJA BELIEVE-- STILL MORE MIGHTY MARVEL BIRTHDAYS!

January
- 3: TONY CERNIGLIA—Mailroom Marvel
- 4: CHIC STONE—Inker Indelible
- 14: JOHN TARTAGLIONE—Correctionist First Class
- 19: JOE STATON—Ever-lovin' Embellisher
- 20: KEITH POLLARD—Depictor from Detroit
- 31: PATY—Peerless Production Person
  CHRIS MACPHERRAN—Gal Friday's Gal Friday

February
- 10: IRV WATANABE—Sterling Staff Letterer
- 28: NANCY MURPHY—Subscription Sultaness

March
- 31: SCOTT EDELMAN—Amiable Assistant Editor

April
- 21: STAN AARON—Typesetting Titan
- 23: NANETTE JACOVITZ—Gallopin' Gofer
- 28: DICK AYERS—Perennial Penciler
- 10: JOSIE BETEMIT—Rhapsodic Receptionist
- 14: JIM NOVAK—Laughin' Letterer
- 17: ROGER STERNO—Panting Proofreader
- 18: IRENE VARTANOFF—Loveable Letters-Page Editor
- 25: HOWARD BENDER—Another Production Pundit
- 27: JIM SHOOTER—Amazing Associate Editor

October
- 7: HOWARD CHAYKIN—Affable Artist
- 25: MICHELE BRAND—Tsarina of the Tones
- 26: LARRY LIEBER—English Editor (from Manhattan)
- 28: KAREN MANTLO—The Lady is a Letterer

November
- 15: STU SCHWARTZBERG—Clownin' Cartoonist

December
- 3: JOHN WARNER—Archie's Assos. Editor
- 16: JEAN PERLITCH—Subscription Second-in-Command
- 31: BETH BLECKLEY—Amiable Assistant

May
- 5: STAN GOLDBERG—Colorist Emeritus
- 19: BONNIE SMITH—Fan Mail Femme
- 28: MORRIE KURAMOTO—Staff Letterer (and Honorary Samurai)
- 29: JIM SALICRUP—Spidey Super Stories Scripter

June
- 8: RAY HOLLOWAY—Liltin' Longtime Letterer
- 14: SAM GRAINGER—Dazzling Delineator
- 15: WARREN STOROB—Stupefyin' Stat-Man
- 20: DUFFY VOHLAND—Jack of all trades, master of three

July
- 6: DAVID COHEN—Production Princeling
- 9: VIRGINIA ROMITA—Jazzy Johnny's spouse and assistant
- 15: JACK ABEL—Incredible Inker
- 31: DENISE WOHL—Lettering Lassie

August
- 2: DAVE HUNT—Impish Inker
- 7: JANICE COHEN—Cute Colorist
- 18: BARBARA ALTMAN—Devi of Design
- 19: GEORGE ROUSSOS—Cover of Colorist with Class
- 25: DON WARFIELD—Another Cavortin' Colorist

September
- 1: PHIL RACHELSON—Rajah of the Rainbow Colors
  GASPAR SALADINO—Logo Letterer Supreme
- 2: MARCIA GLOSTER—Designer par Excellence
- 5: ARVELL JONES—Pandemonious Penciler

ANSWERS TO YE OLDE MIGHTY MARVEL QUIZ QUESTIONS

SCATTERED THROUGHOUT YE NEWE CALENDAR

(But don't expect us to repeat the questions themselves, pilgrim—after all, we've gotta leave you something to do for yourself, don't we?)

JANUARY

(1) Technically, the first image formed by Reed Richards' flare gun (way back in F.F. #1) was the words "THE FANTASTIC FOUR"—which then merged into the giant number "4." And if you believe that one, we've got this bridge in Flatbush we'd like to sell you. (In other words, we kind'a suspect that Stan and Jack may have been pulling our collective legs so that the name of the strip could be worked into the splash panel.)

(2) Darlin' Dick Ayers, who else?

(3) F.F. #10. And fantasyland will never be the same again!

FEBRUARY

(4) 'Twas the Rhino. (Note: No, it's not known *who* caught the bridal bouquet.)

(5) Ka-Zar's origin first appeared in DAREDEVIL #13, 1966

(6) According to our count, it's a toss-up between three: "The Wedding of Sue and Reed" from F.F. ANNUAL #3 (1965) and the two stories from F.F. #11, "A Day in the Life of the F.F." and "The Impossible Man." But then, what do *we* know?

MARCH

(7) He was called Professor Reinstein in CAPTAIN AMERICA #1, 1941—and Professor Erskine by Smilin' Stan a couple of decades later. Since GIANT-SIZE INVADERS #1, we've counted the former as a World War Two code name, and the latter as the scientist's true moniker

(8) Let's see now—There were Captain America, the original Human Torch, the Sub-Mariner, the Patriot, the original Angel and Vision, the Fin, and the Blazing Skull

(9) Quite a few, actually. The logo "The World's Greatest Comic Magazine" was used for the first time, the first Fantasticar originated there, and, most importantly, the F.F. donned costumes. Heck, the Thing even had a mask-type *helmet* for a few issues there, to go with his long-defunct blue boots!

(10) The original Frightful Four were the Sandman, the Wizard, Trapster, and Madame Medusa

APRIL

(11) Fogwell's Gym. 'Nuff said

(12) Ka-Zar has appeared in DAREDEVIL some four times (#s 12-14, and 24)

(13) The death of Baron Zemo occurred in AVENGERS #15

(14) DD's costume change took place in issue #7

MAY

(15) The last issue of the original JOURNEY INTO MYSTERY was #125; with #126, the mag changed its name to THOR

(16) "The Old Order Changeth!" in AVENGERS #16, May 1965—still one of the most talked-about and influential comic-mags of all time

(17) Dr. Jim North (THOR #172, Jan. 1970)

(18) Well, there's "Mjolnir" which (though spelled in various ways) is the original Norse name for Thor's marvelous mallet—and "the Uru hammer," a name which Lovable Larry Lieber made up one day, through thought processes known only to himself and the Norn Queen

JUNE

(19) Lucas (who became Luke Cage) escaped from a southern prison named Seagate (No relation to Watergate—at least, none that we *know*.)

(20) With 'ish #17, HERO FOR HIRE changed its name to POWER MAN—which (along with the simple name CAGE) was one of the earlier suggestions for the name of the mag in the first place

(21) Cage's offices are located in the Gem Theatre—right behind the old Clint Eastwood poster

(22) D'W's real first name is Dave

JULY

(23) Doc got his new Cloak of Levitation in STRANGE TALES #127 (December 1964). He also got a "more wondrous amulet" from the Ancient One at the same time

(24) Eight, all told (#126, 127, 133-135, 139-141)

(25) MARVEL PREMIERE #14. (Cagliostro, the villain named on the cover, had actually been polished off, so to speak, the issue before.)

(26) Doc' short-lived alter ego was Dr. Stephen Sanders introduced in DR. STRANGE #182, 1969). Now that you know—forget it!

AUGUST

(27) Lessee now, that was SPIDER-MAN #18 (Nov. '64)

(28) *Now* magazine was J. Jonah Jameson's old magazine in the early 60's. Ironically, a real *Now* magazine appeared a few years later—and once reprinted an entire Spider-Man story!

(29) The Wasp opposed Spidey's joining the Avengers—mainly because she didn't like spiders. (Nobody's polled her to see if she's changed her tastes, though they do suspect her of a preference for yellowjackets.)

(30) The Sinister Six were Dr. Octopus, the Vulture, Kraven the Hunter, the Sandman, Electro, and Mysterio

SEPTEMBER

(31) "AVENGERS ASSEMBLE!" was first shouted out (at least, we *think* it was) in issue #14. Before then, they'd cried out such perishable phrases as "It is time for the Avengers to meet!" (Thor, in ish #5) and "Avengers Attack!" (Iron Man, in #12). Oh yes—and the original name of the mag's letters page was "All about the Avengers." Doesn't quite have that ol' Marvel fit, does it?

(32) So far, Hank's been called Ant-Man, Giant-Man, Goliath, and Yellowjacket—four in all

(33) AVENGERS #16, in which Thor, Iron Man, Giant-Man, and the Wasp left, to be replaced by Quicksilver, the Scarlet Witch, and Hawkeye

(34) Kang the Conqueror has also been called Rama-Tut (in the F.F.'s magazine) and, in AVENGERS ANNUAL #2, he was briefly known as the Scarlet Centurion. (And this doesn't count the enigma of whether he is or is not a reincarnation of Dr. Doom!)

OCTOBER

(35) *Dracula* was written by Bram Stoker, *Frankenstein* by Mary Shelley, and *Five Little Peppers* by, er, uh—well, we have to keep *some* secrets, don't we?

(36) The Vampire and the Mummy are really Living, but Bucky died in 1945—though comic-book stories about him continued to come out off and on thru the early 1950's

(37) Peter Cushing has played Dr. van Helsing—while Rachel, of course, is his daughter. Also, they have the same manicurist

NOVEMBER

(38) Conan lived, according to his creator Robert E. Howard, circa 10,000 B.C., in the mythical Hyborian Age, between the sinking of Atlantis and the dawn of recorded history.

(39) CONAN THE BARBARIAN has won so many awards we've run out of room to list them all! Suffice it to say that, among professional awards alone, Roy Thomas, Barry Smith, and John Buscema have all won awards primarily for their work on the mag—and at various times, it's won the ACBA awards for best magazine *and* best individual story—to become perhaps the most honored comic-book of all time

(40) The name *Tara* has been used both for a winged demoness (#1) and for a young Nemedian acrobat (acrobatess?). The reason: It's the real-life name of Rascally Roy Thomas' swingin' sis. And yes, she was named after the plantation in "Gone with the Wind."

DECEMBER

(41) The original Defenders were Dr. Strange, the Hulk, and the Sub-Mariner. But a lot of water's gone under the superhero bridge since then

(42) Xemnu the Living Titan was originally called (believe it or don't) the *Hulk*, when he appeared in an old mystery mag in the early 1960's

(43) The original Valkyrie was merely a disguise of the Enchantress, back in AVENGERS #83, then, she became the alter ego of one Samantha Parrington, in HULK #142, and now, her "real-life" self is Barbara Norriss. And no, there's no truth to the rumor that her next secret identity will be Bella Abzug

(44) The Defenders to date have been: Dr. Strange, the Hulk, the Sub-Mariner, Valkyrie, Hawkeye, Nighthawk, Power Man, the Son of Satan, Daredevil, the Silver Surfer—in short, blamed near anybody who's ever appeared in the mag! (After how, how do you decide who's a member of a group that doesn't even have any dues to pay?) And, if you want to argue the point, you'll have to take it up with DEFENDERS author Steve Gerber, who gave us the above list, okay?

Whew! And that, as they say, is that!

Incidentally, a high-grade, low-octane no-prize awaits any and all who can find any real, true, honest-to-Irving errors (not just slight re-interpretations) in the above, or elsewhere in the Calendar.

Which is our own inimitable way of saying that we're certain we've made our usual amount of goofs this year—and we'll try to correct 'em next time around.

So, till 1978 (and the '78 Mighty Marvel Calendar) rears its tousled head—hang in there, hero! We'd sure get lonely without ya!

THE AVENGERS
EARTH'S MIGHTIEST SUPER-HEROES!
CAN THE COMBINED POWER OF THE AVENGERS DEFEAT THE SINISTER SPELLS OF LOKI, GOD OF EVIL?
LOKI! PREPARE FOR BATTLE!
THE AVENGERS... BAH! I'LL DESTROY YOU ALL!
CONAN THE BARBARIAN
TO THE DEATH!
THE INCREDIBLE HULK
THE STRANGEST MAN OF ALL TIME!!
IS HE MAN OR MONSTER OR... IS HE BOTH
FANTASY AS YOU LIKE IT!
HOWARD THE DUCK
MARVEL COMICS GROUP
TRAPPED IN A WORLD
BECAUSE YOU DEMANDED IT... THE FABULOUS FIRST ISSUE OF MARVEL'S MOST
THE FANTASTIC FOUR
I - I CAN'T TURN INVISIBLE FAST ENOUGH.. HOW CAN WE STOP THIS CREATURE TORCH?
JUST WAIT AND SEE SISTER! THE FANTASTIC FOUR HAVE ONLY BEGUN TO FIGHT!
FEATURING: "THE THING!" "MR. FANTASTIC!" "HUMAN TORCH!" "INVISIBLE GIRL!" TOGETHER FOR THE FIRST TIME IN ONE MIGHTY MAGAZINE!
IT'LL TAKE MORE THAN ROPES TO KEEP MISTER FANTASTIC OUT
HERO FOR HIRE
MARVEL COMICS GROUP
LUKE CAGE HERO FOR HIRE
THE AMAZING SPIDER-MAN
2 GREAT FEATURE-LENGTH SPIDER-MAN THRILLERS!
THE FANTASTIC FOUR THINK I'M TRAPPED! BUT THEY DON'T SUSPECT MY REAL POWER!
ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS THE HUMAN TORCH STRIKES!"
MARVEL FEATURE PRESENTS THE DEFENDERS
THIS IS IT! THE AWESOME ORIGIN OF THE MOST FABULOUS FIGHTING-TEAM OF ALL!
HULK
SUB-MARINER
DR STRANGE
JOURNEY INTO MYSTERY
INTRODUCING... THE MIGHTY THOR!
THE MOST EXCITING SUPER-HERO OF ALL TIME!!

Before he crossed paths with Spider-Man and the Incredible Hulk, Woodgod was introduced by Bill Mantlo and Keith Giffen in *Marvel Premiere*.

Marvel Premiere #31, August 1976

"Birthday!"

Writer: Bill Mantlo

Penciler: Keith Giffen

Inker: Klaus Janson

Letterer: Karen Mantlo

Colorist: Petra Goldberg

Editor: Marv Wolfman

Art & Color Reconstruction: Tom Mullin

31 AUG

25¢

02142

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL PREMIERE™

FEATURING

THE MAN-BRUTE CALLED WOODGOD™

THE HOUSE OF IDEAS DOES IT AGAIN!

ALL-OUT ACTION! IN THE MIGHTY MARVEL MANNER!

THE MOST BIZARRE SUPER-HERO OF ALL!

YOU MUST READ... A BIRTHDAY NIGHTMARE!

Stan Lee PRESENTS: WOODGOD! ™

IN THE BEGINNING, THERE WAS NO SOUND, SAVE THE DRY SHUFFLING OF HOOVES ACROSS A HEAT-BAKED STREET.

THERE WAS NO UNDERSTANDING, FOR CONCEPTS HAD NOT YET BEEN FORMED. THERE WAS, HOWEVER, FEELING.

PAIN, FOR INSTANCE. WHIMPERING, ANIMAL PAIN.

AND THERE WAS SCREAM...

...WOODGOD WAS ITS NAME!

FATHER!

BIRTHDAY!

CHAPTER ONE

CONCEIVED AND WRITTEN BY
BILL MANTLO

DRAWN BY
KEITH GIFFEN

INKED BY
KLAUS JANSON

LETTERS, KAREN MANTLO
COLORIST, P. GOLDBERG

EDITED BY
MARY WOLFMAN

JV150

SCREAM DIED OUT, AND WOODGOD TURNED HIS GAZE DOWN THE ECHO-LESS ROAD.

NOTHING MOVED... NO BREEZE STIRRED. BUT THE SMELL WAS THERE...

... THE SMELL OF OTHERS.

WOODGOD FOLLOWED THE FAINT ODOR, HOOVES RAISING DUST BEHIND HIM...

OLIVIER SWEET SHOP

... THEN TURNING... AWKWARDLY, CLUMSILY ABOUT AT A SOUND HE HADN'T MADE. A SOUND COMING CLOSER.

A SOUND THAT WAS... A MAN.

ROOMS

BARBER

FISHERS

HA HA HA HA HA

AND THE MAN WAS LAUGHING.

'S FUNNY! 'S REALLY FUNNY!

THEY'RE GONE ALL OF 'EM! AN' I'M THE ONLY ONE WHAT'S LEFT!

AN' YOU WANNA KNOW WHY? 'S 'CAUSE I WAS DRUNK WHEN THEY DONE IT!

STINKIN' SPONGE-DRUNK!

WORDS. QUESTIONS. CONCEPTS. IS HE...

...FATHER?

Rx

FIS

CRIPES! WHAT IN BLAZES ARE YOU?? SUMPIN' OUT OF A BOTTLE?

DON'TCHA KNOW BETTER'N TO GO AN SHAKE SOMEBODY UP LIKE THAT?

FATHER...?

FATHER?? NOT A CHANCE, UGLY!

I DONE A LOT O' MEAN THINGS IN MY TIME --

-- BUT BEIN' FATHER TO A CRITTER LIKE YOU SURE AIN'T ONE OF 'EM!

GET OUTTA HERE, YUH DAMNED MONSTER!

ROCK GIVES RISE TO SCREAM... SCREAM TO PAIN...

...AND PAIN GIVES WAY TO UNDERSTANDING.

YOU ARE NOT MY FATHER!

YOU ARE MERELY MAN ...LIKE OTHER MEN!

YOUR WAYS ARE THE WAYS OF PAIN!

NO! GET BACK, CRITTER! STAY AWAY FROM--

SKRAASSSHHHH

SCREAM CONSUMES THE MAN AS GLASS EATS AT HIS FLESH... TRANSPARENT LANCES DRINK HIS BLOOD...

...AND MAN IS STILL.

SALE 20 to

MAN WAS NOT MY FATHER... BUT ANOTHER! LIKE THE REST!

I MUST FIND FATHER! HE WILL KNOW WHAT I SHOULD DO!

MY FATHER WILL HELP ME!

FOLLOW WOODGOD, DOWN THE SILENT STREET...

...INTO DREAMS.

OF DARKNESS INTO LIGHT.

FLOATING... FLICKERING...

...OPENING... FORMING...

...HIS FACE... HIS VOICE...

HE'S WAKING UP, ELLEN!

HE'S AWAKE!!

AWAKE AWAKE AWAKE AWAKE AWAKE

HELLO... SON.

HOW DO YOU FEEL?

FEEL?

YES. ARE YOU ALL RIGHT? DO YOU FEEL PAIN OR...

HE CAN'T UNDERSTAND YOU, DAVID! EVEN THOUGH YOU'VE ENGINEERED HIM FOR EARLY-SPEECH--

--HE'LL STILL HAVE TO LEARN COMPREHENSION!

AND HE WILL LEARN IT! HE WILL UNDERSTAND! ALREADY HIS BRAIN CELL COUNT HAS TRIPLED... AND HE'S ONLY FIVE MINUTES OLD!

JUST LOOK INTO HIS EYES! HE'S REGISTERING EVERY WORD I'M SAYING! MATCHING MY LIP MOVEMENT SO HE CAN FORM THE WORDS HIMSELF!

I-- I FEEL SILLY SAYING THIS, DAVID... BUT HE IS ONLY A BABY--

--AND I THINK HE SHOULD GET SOME SLEEP!

YOU'RE RIGHT, OF COURSE, ELLEN! I ... FORGOT!

JUST LET ME ADMINISTER THIS TRANQUILIZER--

-- HIS INCREDIBLY FAST META-GROWTH WOULD NEVER ALLOW SLEEP TO COME NATURALLY!

NOT YET, AT ANY RATE!

SO SLEEP, MY SON! SLEEP!

AND HAPPY BIRTHDAY!

DREAMS.

THAT'S *IT*, SON! *WALK!* WALK TO ME!

LOOK AT HIM, ELLEN! IN JUST *TWO DAYS*, HE'S *WALKING!* HE SHOWS *FULL COORDINATION!* TOTAL *GRASP* OF HOW TO *MOVE* THROUGH THE *ENVIRONMENT!*

JUST *LOOK* AT HIM!

I'M *LOOKING*, DAVID!

MOTHER?

YES...! SON?

I CAN... *WALK*, MOTHER!

IT FEELS *GOOD!*

HOW WILL HE REACT WHEN THE *BANDAGES* ARE REMOVED, DAVID?

WILL HE STILL FEEL '*GOOD*' WHEN HE LEARNS THAT HE'S ...*DIFFERENT?*

HE *WON'T* REALIZE THAT, ELLEN! AT THIS POINT HE'S LIKE AN *INFANT!* EVERYTHING IS *NEW* TO HIM... EVERYTHING IS *STRANGE!*

IF MUFF LOOKS DIFFERENT THAN US TO HIM, IT'S NOT BECAUSE *DOGS* ARE INFERIOR TO *PEOPLE*...

...IT'S JUST BECAUSE THAT'S HOW THINGS *ARE!*

WE'LL JUST LET HIM *GROW* HIS OWN WAY! LET HIM *PLAY!*

THERE'S NO REASON THAT HE SHOULD EVER *KNOW* THAT HE WAS BORN OF A *CLONE-GRAFT*... A COMBINATION OF HUMAN AND ANIMAL *GENES!*

"WE'LL JUST LET HIM *ALONE* AND SEE WHAT *HAPPENS!* WATCH THE *BEAST-BOY* BECOME A *WOODGOD!*

DREAMS.

MUFF?

GGGRRR

NO. YOU ARE NOT MUFF! YOU ARE JUST A DOG!

NOT ALL DOGS ARE THE SAME!

GGRRRRP

SCREAM STARTS WITHIN HIM... ECHOED IN THE MADNESS OF THE SLAVERING ANIMAL.

AHRRHHH

SCREAM SCREAMS OUT AS FOAM-FLECKED TEETH BITE DEEP INTO THE SKIN/MUSCLE OF HIS ARM...

...AND SCREAM GOES MINDLESSLY BERSERK AS ANIMAL TAKES OVER...

...HANDS REACHING UP TO GRIP... TO TWIST...

...SCREAM SCREAMING OUT AGAIN AS ANIMAL BREAKS ANIMAL...

SNAP

...AND IT IS OVER EXCEPT FOR SCREAM.

FATHER!

THE ORIGIN OF SCREAM. THREE DAYS OLD.
FATHER?
IS THAT ME?
YES, SON... THAT IS INDEED YOU.
HOW DO YOU LIKE YOURSELF?
HE'S WONDERFUL, DAVID. HIS GROWTH-RATE HAS LEVELLED OFF--
-- BUT HIS MIND SHOWS NO SIGNS OF STOPPING ITS ACCELERATION!
HE'S EVERYTHING WE'VE WORKED FOR... AND MORE!
SWEET LORDY!
I TOL' THE BOYS THESE HERE SCIENTISTS WAS UP TO SUMPIN'...
"MAKIN' MONSTERS," I SAYS! "TOYIN' WITH THE ALMIGHTY!"
LET'S SEE WHO LAUGHS NOW!
PACE
I KNOW WHERE TO FIND 'EM! AT THE BAR... LIKE ALWAYS!
JOHN'S AVERN
MEAN-DRUNK AN' JEST SPOILIN' FOR A FIGHT!
I TELL YUH, MASON ... I SEEN IT WITH MUH OWN EYES! BIG AS LIFE AN' TWICE AS UGLY!
AN' THAT THERE EGG-HEAD FROM THE GOV'MENT INSTITUTE WAS JEST A COOIN' OVAH THE THING LIKE IT WAS A BABY!
HOW MUCH SAUCE YOU NIP 'FORE YOU SAW THIS HERE THING, DAVIS?
YOU LAUGH AT HIM, FRED MASON! GO ON!
BUT THEN YOU 'MEMBER 'BOUT THEM SHEEP THAT JEST UP AN' DIED ON US LAST YEAR WHEN THE GOV'MENT PEOPLE SPILLED SOME O' THAT NERVE GAS THEY WAS WORKIN' ON!
HEY! WILLS HAS GOT A POINT THERE!
ALL RIGHT! I SAY WE STOP IT RIGHT NOW!
YOU BOYS WITH ME?
YOU JUST WAIT TILL WE GET OUR RIFLES AN' YOU'LL SEE WHO'S WITH YOU, MASON!
BEER
FINE! WE'LL ALL DRIVE UP THERE NICE'N QUIET, AN' IF WHAT DAVIS SAYS IS SO--

"-- THEN WE'RE GONNA *KILL US A MONSTER!!*"

VROOOM

SKREEE

MOTHER? *SOUNDS?*

YES! I HEAR THEM *TOO!*

NOW *WHO* COULD IT BE? THE LAB *KNOWS* ENOUGH TO *CALL* BEFORE COMING UP TO THE HOUSE...

I'D BETTER *CHECK!*

WHO-- WHO *ARE* YOU? WHAT DO YOU *WANT?*

WE WANT THE *FREAK,* EGGHEAD!

JEST HAND 'IM *OVER* AN' WE'LL LEAVE YOU *BE!*

GET OFF MY *PROPERTY--*

--AND GO TO *BLAZES!*

WHOO-EEE! LOOKS LIKE THE BOY'S GOT SOME *SPUNK* IN 'IM!

TOO BAD I GOTTA TAKE IT *OUTTA HIM!*

TRAMM

UUNNRRHH!

GET 'IM, BOYS!

SCREAM DREW WOODGOD OUT... AND THOUGH IT WAS THE *FIRST TIME* HE'D *EVER HEARD* IT...

...SOMETHING IN HIM *KNEW* WHAT SCREAM *WAS.*

FATHER?! I HEARD...

HOLEE CRUD! WILLYA *LOOK* AT THAT THING?

SCREAM

DAVIS WAS *RIGHT!* IT *IS* A *MON-STER!*

SCREAM AND PAIN... A CONCEPT JOINED IN AN *INSTANT...*

NO! WHAT ARE YOU *DOING* TO HIM? HE'S MY *HUSBAND!*

SORRY TO *HEAR* THAT MA'AM! A PRETTY LADY LIKE YOU SHOULD'A HAD HERSELF A *REAL MAN!*

... A CONCEPT JOINED TO **SILENCE** AS VISION IS STAINED THE COLOR OF **BLOOD.**

LOOKEE HERE! LOOK AT WHAT **I FOUND!**

VATS O' STUFF! THE EGGHEAD MUST'A COUNTED ON MAKIN' EVEN **MORE** O' THEM **FREAKS!**

DAVID!

DAVID!!

THEY **STARE** AT THE SWIRLING PURPLE-PINK MANIFESTATION OF **SCREAM** ... HIS FATHER'S **WORK**... AND THEY KNOW NOT **WHAT** TO MAKE OF IT. SCREAM **DOMINATES** THEM... THEY ARE **RULED** BY FEAR.

SOMETHIN' **STINKS** IN HERE, BOYS!

SCREAM.

SOMETHIN' THAT AIN'T **CLEAN!** THAT AIN'T GOT NO **RIGHT** TA **EXIST!**

SOMETHIN' **EVIL!**

STOP, YOU **MADMAN!** THAT'S **NERVE-GAS** IN THAT CANISTER!

YOU'LL KILL US **ALL--**

SMASH

SCREAM WAS GONE...

...LOST IN THE FOLDS OF NIGHT. WOODGOD AWOKE... TO SILENCE.

FATHER?

FATHER!!

SILENCE HAD NO ANSWER ...AND WOODGOD LEFT. THE PURPLE MIST HUNG HEAVY ABOUT HIM... AND HE NEVER SAW WHAT LAY BENEATH IT... GROWING COLDER ON THE GROUND.

SCREAM ENVELOPED HIM...

...MADE HIM RUN BLINDLY THROUGH THE FOREST OF THE BLIND...

...RUN LIVING THROUGH THE WATERS OF THE DEAD.

SCREAM DROVE HIM ...DOWN ONTO THE STREETS OF MAN.

FATHER!

AND SCREAM ANSWERED HIM MOCKINGLY... BY NOT ANSWERING AT ALL.

THE DOG WAS DEAD NOW... HIS SPINE BENT BACK BEHIND HIM.

PART OF WOODGOD CRIED.

PART OF HIM DID NOT.

AND THEN THE CRYING WAS OVER.

I REMEMBER NOW!

JOHN'S TAVERN PKG. GOODS

BIG JOHN'S TAVERN

MAN KILLED MY FATHER!

MAN KILLED MY MOTHER!

I WILL FIND MAN--

-- AND I WILL KILL HIM!

INNER

MAN.

THE MAN DID NOT MOVE... AND THE SOUND THAT PERVADED THE ROOM MADE NO SENSE AT ALL. WOODGOD HAD NEVER HEARD MUSIC...AND THE FACT THAT IT PLAYED TO SILENCE UPSET HIM.

MAN! FACE ME, MAN!

I WILL KILL YOU!

BUT THE MAN STILL DID NOT MOVE, AND WOODGOD SENSED, AS PRENATAL MEMORIES PLAYED-BACK THROUGH HIS MIND...

... THAT THE MAN WAS ALREADY DEAD...

TWUNK

WATER...?

PURPLE WATER ...THE COLOR OF THE MIST...

... THE COLOR OF THE DUST THAT SETTLED OVER THE TOWN.

IT IS CALLED WATER. I WILL DRINK--

THE COLOR OF DEATH.

ROAST BEEF

PFAGGHHH

SKRASH

SCREAM LAUGHED WILDLY IN HIS EARS... DRIVING HIM FROM FEAR TO PANIC.

DRIVING HIM OUT...

TINKLE TINKLE TINKLE

...INTO THE PURPLE DUST OF DEATH.

"WHAT IN HOLY BLAZES IS THAT??

"HOLD THAT SLIDE, BRENNER! I SAID HOLD IT, BLAST YOU!"

"YES, SIR."

STATUS REPORT! WHAT HAPPENED? WHY DID IT HAPPEN?

AS THE SATELLITE-SLIDES SHOW MAJOR TREMENS--

I CAN SEE WHAT THEY SHOW, CAPTAIN BRENNER! AND NONE OF IT MAKES ANY SENSE!

LIGHTS! ALL RIGHT!.. WE'LL TAKE IT FROM THE TOP!

DAVID PACE AND HIS WIFE, ELLEN, WERE WORKING, IN ABSENTIA FROM VERTIGO BASE, ON THE NERVE-GAS WE'D BEEN AUTHORIZED TO SYNTHESIZE!

THAT PURPLE MIST, GENTLEMEN, IS THAT GAS! INSTANTANEOUS! FATAL!

WHAT RELEASED IT, GENTLEMEN?

WHAT??

THERE ARE SIGNS OF VIOLENCE AT THE PACE FARM, MAJOR--

"--AND THE BODIES OF A NUMBER OF THE TOWNS-PEOPLE WERE SCATTERED ABOUT THE YARD!

"THE TOWN OF LIBERTY ITSELF IS ALSO LIFE-LESS. THE GAS SPREAD QUICKLY!"

LUMPY'S

BORDONARO'S DELI

HOME

"IT WAS MEANT TO SPREAD QUICKLY, CAPTAIN! THAT WAS PACE'S JOB... TO SEE THAT IT DID!"

"YES, SIR. ANIMALS AS FAR AS FIFTEEN MILES AWAY WERE DESTROYED IN A MATTER OF SECONDS, AND--"

--AND PACE HIMSELF IS DEAD!

I'D SAY HE SUCCEEDED AT HIS JOB A BIT TOO WELL!

MAYBE NOT, SIR. SOMETHING IS STILL ALIVE DOWN IN LIBERTY!

YES. SOMETHING!

AND WE'RE GOING TO FIND OUT WHO--

--OR WHAT THAT THING IS!

PUT THE BASE ON *FULL ALERT*, BRENNER! SEE THAT *ARMS* ARE ISSUED TO ALL *PERSONNEL!*

I'M GOING TO TAKE A *DETAIL* DOWN INTO *LIBERTY*--

-- AND WE'RE GOING TO FIND OUT EXACTLY *WHAT* WENT WRONG AND WHAT THAT--THAT *THING* HAD TO DO WITH IT!

WHAT IF WE GET A CALL FROM *WASHINGTON* IN YOUR ABSENCE, MAJOR TREMENS?

TELL THEM TO GO *HANG*, CAPTAIN BRENNER!

FLOATER BAY 3

NOT A *WORD* OF THIS IS TO *GET OUT!* IS THAT *CLEAR*, GENTLEMEN?

YES SIR.

QUITE A *GAME* YOU'RE PLAYING, DEL! HOW LONG DO YOU THINK YOU CAN *MUZZLE* THIS THING?

UNTIL I GET SOME *ANSWERS*, DOC!

TREMENS

ONCE I KNOW WHAT I'M UP AGAINST, WASHINGTON'LL GET A *FULL REPORT!*

WELL, THEY'RE *YOUR* STARS, MAJOR!

GO TO *BLAZES*, DOC... AND QUIT TRYING TO BE A *BACK-SEAT PILOT!*

YOU NEVER *COULD* FLY A '*FLOATER*'!

SCREAM AGAIN...OF *PLASMA-JETS*...

...BUT SCREAM ...ALL THE SAME.

SOUNDS...?

T.J.

GLINTING IN THE MIDDAY SUN LIKE ANGELS... SILVER/SCREAM OF FLIGHT. DRAGONFLIES...?

...OR MAN?

THERE HE IS!

THE MENS

MAN!

HE COMES AGAIN! HE COMES WITH PAIN!

THEN LET HIM COME!

U.S. MAIL

LOOK OUT! HE'S UP TO SOMETH--

COME!

CAISSETT!

LOOK OUT!!

SCREAM... FOR AN INSTANT BEFORE THE PLEXI-SHIELD OF A FACE-PLATE SHATTERS...

3

...GIVING ACCESS TO THE PURPLE MIST.

CAISSETT!

RAKKATHAMMMM

SCREAM. THE FLIGHT OF A FLAMING DRAGONFLY.

THE WHINE OF A FALLING STAR.

DEAD BEFORE IT STRIKES THE EARTH.

OH MY GOD!!

MORE? DO YOU WANT MORE, MAN?

READY YOUR MORTARS, FLOATER 2!

PRIMED AND READIED, MAJOR! SKIMMING IN LOW TO GET A GOOD SHOT!

THERE IT IS! STANDING RIGHT SMACK IN FRONT OF--

FLOATER 2! FLOATER 2! ANSWER... ANSWER...

IT -- IT'S GRABBED ONTO US!

FLIPPING US OVER!

DEAR GOD! THE FLOATER'S COMING DOWN ON TOP OF--

SKRAM

FLOATER 1 IS... SILENT, DEL!

I HEARD IT, DOC! I HEARD IT!

NO MORE SCREAM, MAN!

NO MORE PAIN!

I WILL KILL YOU, MAN!

I WILL KILL YOU!

OPEN UP ON IT, DOC! BLAST THAT FREAKING THING!

PTOOM

PTOOM

AGAIN? AGAIN?!

I DID NOT ASK FOR THIS, MAN!

PTOOM

YOU GAVE THE SCREAM TO WOOD-GOD! YOU!

JUST STOP IT, DEL! WE CAN ASK IT QUESTIONS LATER!

WHEN IT'S DEAD!

IT-- IT CAN TALK, DOC!!

NOW WOODGOD WILL GIVE THE SCREAM--

--TO YOU!

SSKOOWWW

DOC!!

IT'S ON ME, DEL! IT'S--

DOC!!

STRAMM

MAN IS BORN OF SCREAM... MAN DIES OF SCREAM!

GO TO SCREAM, MAN!

FLOATER'S CRIPPLED! FRONT SECTION SMASHED! DOC'S SECTION!

GOT TO UNCOUPLE!

YOU'RE GOING TO DIE, MONSTER!

PTOW

POW

THE SCREAM OF MORTAR-FIRE... KICKING THE FLOATER BACK WITH EACH BURST...

TREMENS

...RIPPING THE PURPLE DUST... TEARING BLOOD/MUSCLE/BONE IN A SYMPHONY OF SCREAM.

ANIMAL. ANIMAL. ANIMAL.

SCREAM!

EEEEEAARRRHHAHH!

MORTARS DIDN'T STOP IT! IT--

--IT'S GOT ME!

SCREAM, MAN!
TASTE SCREAM!
DRINK SCREAM!
SCREAM!
IF IT SMASHES MY FACE-SHIELD I'M FINISHED!
TREMENS
GAS'LL GET ME BEFORE I CAN BLINK!
THIS IS PAIN, MAN! FRIEND TO SCREAM!
YOU BROUGHT PAIN!
YOU WILL HAVE PAIN BACK!
WHAT--WHAT ARE YOU?
TREMENS
WHAT ARE YOU TALKING ABOUT?
I--
WHY DOESN'T THE GAS KILL YOU?
TREMENS
WHY ARE YOU ALIVE?? WHAT IN GOD'S NAME COULD HAVE FATHERED A THING LIKE YOU?
I-- -- FATHER?
FATHER IS... DEAD!
WHAT IN--? FATHER? HIS FATHER IS DEAD? OH MY GOD!
PACE!! YOU MADMAN!
MAN MEANS NOTHING!
SCREAM HAS TAKEN FATHER--
MADMAN--
--SCREAM WILL TAKE WOODGOD!
--YOU WERE MAD, PACE--
WE ARE ALL SCREAM!
-- AND THAT-- THAT THING IS GOING TO HAVE TO PAY FOR IT!
GOD HELP US ALL!
THE END?

WOODGOD WANDERINGS

(a mini-interview with Bill Mantlo, author and conceiver of the WOOD GOD mythos)

FOOM: Stylewise, you seem to be scripting a bit differently on this book. What are you trying to get at?

BILL: I was trying to write a character who is born fullgrown and has never experienced thought. Contradictory concepts don't make any sense to him. There's no right or wrong, good or bad, left or right, even up or down; it's all something he has to learn empirically. If he picks up a concept such as good, it may be the destruction of something. He might look at that and think it's good, 'cause he has nothing to base his awareness on. Part of his awareness—being half-animal/half-man—is instinctive, **intuitive** awareness, rather than the rigid, straight-thinking, classical kind of conceptualization a human would have, one that was based on a whole life-time of experience. **Wood God** doesn't have that to draw on. He's working in an environment that he's been sheltered from during his first few days of birth and then been violently flung into. So his first experiences are love, and then he sees love violently destroyed. He may come to the conclusion that love is wrong, that there's some reason these people were destroyed, and that the proper way to exist in the world is to destroy things. Meanwhile, his animal consciousness is on the verge of panic, having been thrown into something he didn't ask to be in, the same way anyone who is just born is thrown into something they didn't ask to be in. So, that part of his consciousness I decided to call "scream", and give a concrete name to. In effect, **Wood God** is any number of people, because every facet of his consciousness can be personified. If he walks through the story and the captions say "Scream begins to well up in him," or "Scream gives warning to impending danger," it's not an awareness of the **Spider-Man** sort, but more an awareness of some part of his being reacting to his external surroundings. Everything around him is totally insane, so he reacts insanely to it.

FOOM: Is there anything behind the choice of the word, "Scream"?

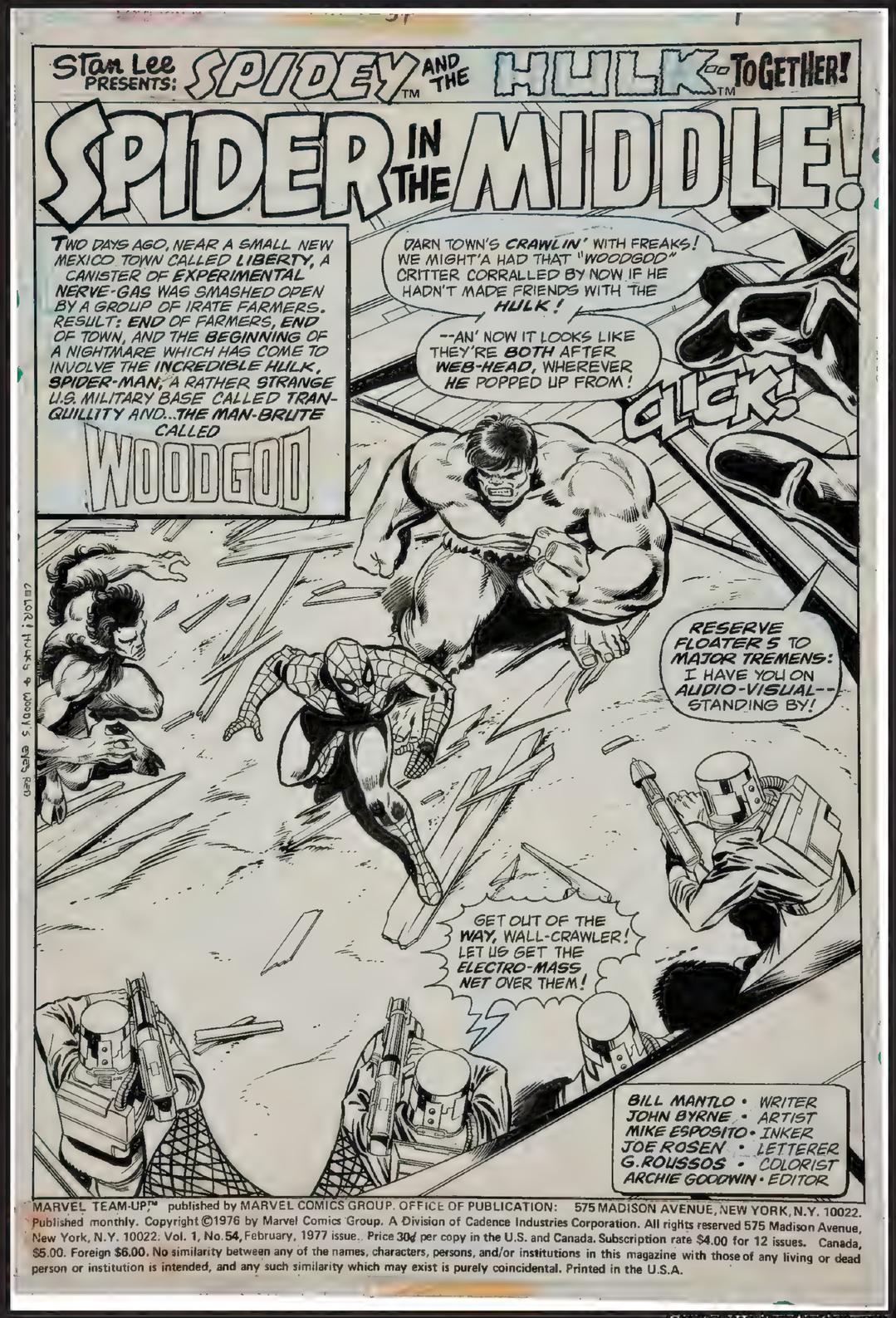
BILL: I wanted to pick a word that was totally, emphatically manic. In fact, there are little things throughout the book. The major at the airbase who goes after him is **Del Tremens**—"Delerium Tremens." His father's name is **Pace**, which is a Latin word for the beginning of a process of insanity. All the names, all the clues being dropped are that **Wood God** is a borderline insane creation in an insane world. We can see things that are totally insane in the world that **we** live in—we can see people killing whales. There's this Japanese businessman who is a bird conservationist, and he's spending millions of dollars to set up wildlife preserves in Japan. When asked, "How do you put these two parts of your personality together? On the one hand you're saving birds, on the other hand you're killing whales," his answer was, "Yes. With one hand I stroke the bird, with the other I shaft the whale." The principle of the book that I've been leading up to is that everything is dualistic—there are two sides inherrent within everybody, but in **Wood God** the two sides are definite, concrete personalities working against or with each other at the same time, depending on the situation. The innocent **Wood God** is looking for his father while the savage **Wood God** is tearing something apart because that something is attacking him. I had a story planned, if it ever goes beyond this one issue, in which he's thrown into a mythical setting. As **Wood God**, the name implies that he's linked to natural forces. In the forest he's forced to deal with reality and myth. Is he real? Is he real as reality is real? It's all this weird kind of crossover that I think is embodied in the character.

FOOM: Getting back to the duality, are you saying that people are different varying amounts of black and white, and not grey?

BILL: I don't think that there is anything such as a grey force. That's sort of a catch-all concept that tries to explain why people say one thing and do another. They put it in a kind of grey sphere of operation. I don't think that's really true. I think somebody can knowingly do evil at the same time he's doing good. People are capable of a million different things. There are so many possibilities that I sort of rejected the linear western philosophies when I did this book. The original title of this first issue was "Zen And The Art Of Dying!" By making **Wood God** crazy I want to set him totally apart from the whole universe. From his vantage point of separateness he can examine it. For example, if you step outside the stream, you can see the stream. If you're within the stream, you're conscious of being wet, but you're never really seeing the stream as an entity. By being so totally **other**, I put **Wood God** outside, and use him as a way to examine both himself and the sphere.

FOOM: And, perhaps, to examine the mankind that created him as well.

Marvel Team-Up #54, page 1 original art
by John Byrne & Mike Esposito


Stan Lee PRESENTS: SPIDEY™ AND THE HULK™ TOGETHER!
SPIDER IN THE MIDDLE!
TWO DAYS AGO, NEAR A SMALL NEW MEXICO TOWN CALLED LIBERTY, A CANISTER OF EXPERIMENTAL NERVE-GAS WAS SMASHED OPEN BY A GROUP OF IRATE FARMERS. RESULT: END OF FARMERS, END OF TOWN, AND THE BEGINNING OF A NIGHTMARE WHICH HAS COME TO INVOLVE THE INCREDIBLE HULK, SPIDER-MAN, A RATHER STRANGE U.S. MILITARY BASE CALLED TRANQUILLITY AND...THE MAN-BRUTE CALLED WOODGOD
DARN TOWN'S CRAWLIN' WITH FREAKS! WE MIGHT'A HAD THAT "WOODGOD" CRITTER CORRALLED BY NOW IF HE HADN'T MADE FRIENDS WITH THE HULK!
--AN' NOW IT LOOKS LIKE THEY'RE BOTH AFTER WEB-HEAD, WHEREVER HE POPPED UP FROM!
CLICK!
RESERVE FLOATER 5 TO MAJOR TREMENS: I HAVE YOU ON AUDIO-VISUAL--STANDING BY!
GET OUT OF THE WAY, WALL-CRAWLER! LET US GET THE ELECTRO-MASS NET OVER THEM!
BILL MANTLO • WRITER
JOHN BYRNE • ARTIST
MIKE ESPOSITO • INKER
JOE ROSEN • LETTERER
G.ROUSSOS • COLORIST
ARCHIE GOODWIN • EDITOR
COLOR: HANK & WOODY'S EYES RED
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Courtesy HeritageAuctions.com

Marvel Team-Up #60, page 16 original art
by John Byrne & Dave Hunt

#60
30
LATER, DOC! SLAP THAT STABILIZER ACROSS NOXIE'S SHOULDERS--FAST--!
--BEFORE HE CAN RECOVER ENOUGH TO CUT LOOSE WITH ANOTHER THERMIC BLAST!
AS GOOD AS DONE, SPIDER-MAN.
HERE'S HOPING THIS CONTRAPTION WORKS.
IT DOES.
YARRRRGH!
HE'S DOWN, AND FROM THE LOOKS OF THINGS, HIS BODY'S STOPPED ITS FIRE-AND-ICE CHANGES-- FOR THE MOMENT.
THE BOY STILL ISN'T HUMAN, SPIDEY. I WONDER IF HE'LL EVER BE.
H-HANK--?
HANK!!
HIYA, LITTLE ONE--MISS ME?
WHA--?! WHY YOU CALLOUS, UNFEELING, SADISTIC LUMMOX, I--I--
--I THOUGHT I'D DIE.
30

Courtesy HeritageAuctions.com

Marvel Team-Up #62, page 1 original art
by John Byrne & Dave Hunt

SPIDEY AND MS. MARVEL! - TOGETHER!™
CHRIS CLAREMONT / AUTHOR
JOHN BYRNE / ARTIST
DAVE HUNT / INKER
J. COSTANZA, DAVE HUNT, LETTERER / COLORIST
ARCHIE GOODWIN / EDITOR
ALL THIS and the QE2
6750
EVER HAVE ONE OF THOSE DAYS? WELL, SPIDEY'S BEEN HAVING ONE SINCE LAST ISH:-- WHEN HE FOUND HIMSELF IN DEADLY CONFLICT WITH THIS GENTLEMAN...
YOUR PUNY MACHINES CANNOT HIDE YOU FROM THE SUPER-SKRULL, HUMAN--NOR CAN YOUR SO-CALLED POWERS SAVE YOU FROM MY WRATH!
WHEN I GET MY HANDS ON YOU, SPIDER-MAN--
KRAKOOM
--I--WILL-- KILL-- YOU!!
AW, SKRULLY, I BET YOU SAY THAT TO ALL THE GUYS!

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BIOGRAPHIES

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

CHRIS CLAREMONT

It is hard to remember a time when the word "mutant" didn't correspond with the largest and most ardently followed franchise in comics, but in the mid-'70s the X-Men were naught but a forgotten team of misfits. Chris Claremont and his collaborators took this moribund property and issue by issue transformed it into a phenomenon now known the world over.

Claremont began his career in comics in the early '70s pitching in on issues of *Avengers*, *Daredevil* and *Incredible Hulk*, while also delivering several text stories to Marvel's black-and-white magazines. His first regular writing gig was *War Is Hell*, a "weird war" title that came to a close just as his run on *X-Men* and *Iron Fist* began. *Iron Fist*, which rolled out of the pages of *Marvel Premiere*, was done in concert with artist John Byrne, forming a key partnership that would pay big dividends later. Other high-profile projects from Claremont's first full decade in comics included *Marvel Preview*'s Starlord, *Ms. Marvel*, *Marvel Team-Up* (again with Byrne) and *John Carter: Warlord of Mars*.

But it was in the pages of *X-Men* where Claremont would change comics history. In tandem with artists Dave Cockrum and John Byrne, Claremont helped build a cornerstone franchise for Marvel. After writer Len Wein launched the newly updated series in 1975 with *Giant-Size X-Men* #1, Claremont was tasked with guiding the new adventures of the mutant misfits, and he did so by crafting layered stories that balanced crisp dialogue with high-octane action. Claremont placed a premium on characterization, a lofty goal in a team book with many players, but he did so deftly enough to spin a wide-ranging tapestry of characters, each of whom became fan favorites.

Leading breathless fans down the path of classics including "The Dark Phoenix Saga," "Days of Future Past," and *God Loves, Man Kills*, he helped build such an intense loyalty that it only made sense to spin-off the X-Men's success into new books. The first such spin-off was *The New Mutants*. Later in the decade, Claremont launched *Excalibur* with Alan Davis and established a regular series for Wolverine with John Buscema.

In 1990, he launched a new sister title for the main team of mutants with Jim Lee; *X-Men* #1 premiered to numbers that made it the highest-selling comic ever. After a long break from the company, Claremont returned to Marvel in 2000, and over the next ten years wrote the novelization of Bryan Singer's X-Men film, took on the Fantastic Four, and charted the adventures of Marvel's mutants across a variety of titles. He was inducted into the Eisner Hall of Fame with its 2015 class.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man*—and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

KEITH GIFFEN

Keith Giffen has cut a path as one of the industry's most idiosyncratic writer/artists. Born in 1952 in Queens, New York, Giffen's childhood adoration of comics inspired him to draw comics when he grew up. As a young man, he left his job as a hazardous materials handler and tried to score work at Marvel and DC. Within two days, Giffen was providing illustrations for a science-fiction text story in *Marvel Preview* #4. Just a few months later, he teamed with writer Bill Mantlo to create Rocket Raccoon in *Marvel Preview* #7. From 1976-78, he drew *Kamandi*, *Claw the Unconquered* and *Challengers of the Unknown* for DC and a long run on *The Defenders* for Marvel, but he departed the business in 1978.

Two years later, DC's Joe Orlando eased Giffen back into the fold with stories in *Ghosts*, *Tales of the Unexpected* and the Doctor Fate backup in *The Flash*. Giffen's next major run was drawing *Legion of Super-Heroes*, a franchise he would return to several times over the years. He earned a co-plotting credit on *Legion* and, mentored by future DC publisher Paul Levitz, added writing to his comics résumé. He joined artist Kevin Maguire and scripter J.M. DeMatteis on the groundbreaking 1987 title *Justice League*, which Giffen plotted. The trio injected a quirky humor unique to the era into DC's flagship team title and turned it into an enduring hit. Giffen also co-created Ambush Bug and the popular DC alien antihero, Lobo.

In the late 1990s, after turns writing for Dark Horse and Valiant, Giffen left regular comics work for animated storyboards, teaming up with Bruce Timm on *Batman Beyond*. He returned to comics—and Marvel—in 2004 and began to reshape the company's cosmic universe with *Thanos*, *Drax the Destroyer*, and the 2006 event "Annihilation." He also reunited with his *Justice League* collaborators Maguire and DeMatteis on a *Defenders* miniseries. Since, he has branched out into manga, writing *I Luv Halloween* and the adaptation of *Battle Royale* for Tokypop. Recent credits include layouts for the weekly DC series *52*, writing *OMAC*, *Justice League 3000* and *Green Arrow*, and a revival of *Blue Beetle*.

ROY THOMAS

Along with fellow fan Jerry Bails, Roy Thomas developed the first known organized comic fandom in the pages of *Alter Ego*, a self-published fanzine. Leaving his teaching position in 1965, Roy took his deep knowledge of comics characters and their history and moved to New York City, accepting a job under DC editor Mort Weisinger. His stay lasted little over a week before he opted for a position at Marvel, where under Stan Lee, his duties quickly expanded from staff writer to editorial assistant.

Titles as disparate as *Modeling With Millie* and *Kid Colt* were written under his auspices before he was able to fulfill his desire to write super-heroes with Iron Man in *Tales of Suspense* #73 and Doctor Strange in *Strange Tales.*

Stan must have liked what he was reading, because after this seeming trial period, Roy "The Boy" (as he was called in credits) was given both *Sgt. Fury* and *The X-Men.* Along with artist Werner Roth, Thomas took the X-Men on adventures around the world and told the characters' pre-X-Men origins. In addition to introducing Banshee, Sunfire and Havok, Thomas' X-Men credits also include his watershed collaboration with artist Neal Adams.

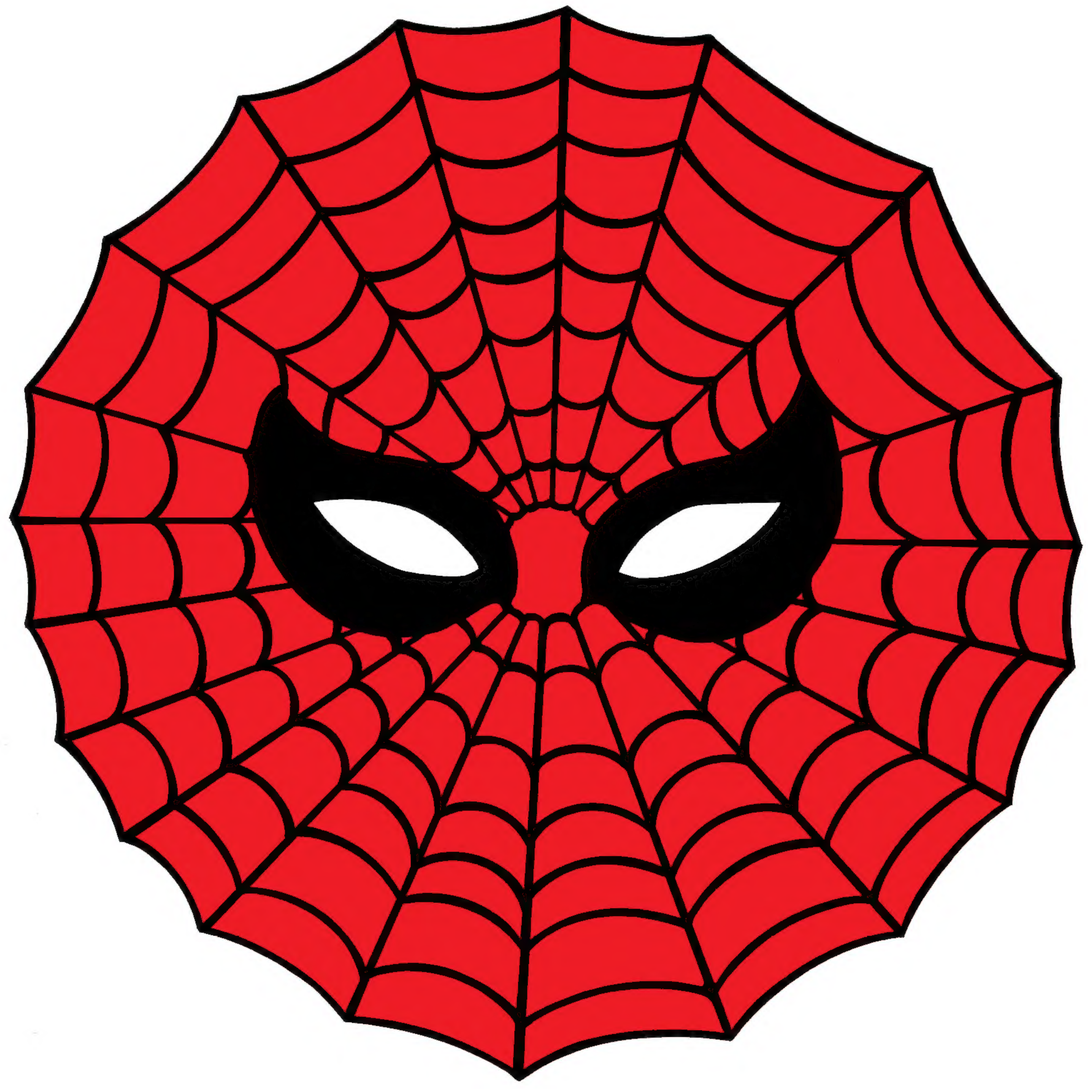
Proving his mettle on *X-Men* led him to *The Avengers*, and it was with this team that Roy really started crafting his legacy. Across 70 consecutive issues of Earth's Mightiest Heroes, he became perhaps the title's definitive writer, introducing characters such as the Vision and penning classic sagas including the "Kree/Skrull War." Before the '60s ended, Thomas chalked up noteworthy runs as writer of *Doctor Strange*, *Sub-Mariner*, *Captain Marvel* and more.

In the '70s, Thomas' influence at Marvel widened to include the first adaptation of Robert E. Howard's *Conan the Barbarian,* a reinvention of Adam Warlock, and a new super-team, The Defenders. By 1972 Roy was selected to succeed Stan Lee as editor in chief. His tenure as EIC lasted for over two years before he returned to his writer/editor role on *Fantastic Four*, *Thor*, *Savage Sword of Conan*, *What If...?* and *The Invaders*.

In 1980, he left the House of Ideas for DC to pursue a lifelong dream by reviving the Justice Society of America in the pages of *All-Star Squadron.* He wrote many more comics for DC and Marvel over the next two decades and is still active today, writing comics, historical studies, adaptations of classic novels and publishing his award-winning *Alter Ego.* Thomas' career contributions were acknowledged with his induction into the Eisner Hall of Fame's 2011 class. He lives in South Carolina with his wife and collaborator, Dann, and an amazing menagerie of animals that must make the neighbors nervous.

BONNIE WILFORD

Bonnie Wilford was a colorist at Marvel and illustrated a handful of pinups for Marvel's UK reprint magazines. She also plotted a story with her then-husband Chris Claremont that appeared in *Marvel Team-Up Annual* #1, featuring the "All-New, All-Different" X-Men in one of their earliest appearances. She had a handful of cameos as a bystander to the exploits of the X-Men in Claremont-scribed stories. Wilford passed away in 2014.



Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
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GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-22
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-21
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-13
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-15
DAZZLER VOLS. 1-2
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-7
DOCTOR STRANGE VOLS. 1-9
THE FANTASTIC FOUR VOLS. 1-22
GHOST RIDER VOLS. 1-2
HOWARD THE DUCK VOL. 1
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-15
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-13
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-6
MARVEL TWO-IN-ONE VOLS. 1-5
THE MIGHTY THOR VOLS. 1-20
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-3
SPIDER-WOMAN VOLS. 1-2
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-13

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SPIDER, SPIDER, ON THE MOON!

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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND DAREDEVIL
THAT'S IT, HEROES, SWING CLOSER--INTO MY TRAP!
ELECTRO IS ONLY THE FIRST HALF OF...
--DOUBLE DANGER AT THE DAILY BUGLE!

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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND THE BLACK WIDOW
WHEN SLAYS THE SILVER SAMURAI!

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MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND GHOST RIDER
TOO LATE...! CAN'T REACH HIM! SPIDER MAN'S AT THE MERCY OF THE TRAITOR!
PANIC ON PIER ONE!

MARVEL TEAM-UP
30¢
59
JULY
02147
MARVEL® COMICS GROUP
MARVEL TEAM-UP
FEATURING
SPIDER-MAN PLUS YELLOWJACKET AND THE WASP
NO, WASP! NO!
YOU CAN'T STOP ME! MY HUSBAND WAS MURDERED BEFORE MY EYES--
--I'LL AVENGE HIM OR DIE TRYING!

MARVEL TEAM-UP
30¢
61
SEPT
02147
MARVEL® COMICS GROUP
MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND THE HUMAN TORCH
WHY ARE THE FANTASTIC FOUR TRYING TO KILL ME?
IF YOU THINK SPIDEY'S CONFUSED RIGHT NOW--
--IMAGINE HOW THE TORCH FEELS!

MARVEL TEAM-UP
30¢
62
OCT
02147
MARVEL® COMICS GROUP
MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND Ms. MARVEL
HE'S GOT ALL THE POWERS OF THE FANTASTIC FOUR--AND MORE!
HAVOC ABOARD THE QUEEN ELIZABETH II!
SHOWDOWN WITH THE SUPER-SKRULL!

MARVEL TEAM-UP
35¢
63
NOV
02147
MARVEL® COMICS GROUP
MARVEL TEAM-UP
FEATURING
SPIDER-MAN AND IRON FIST
STEEL SERPENT! DROP HIM, OR I'LL--
IT'S TOO LATE, SPIDER-MAN! I'VE STOLEN IRON FIST'S POWER AND NOW I'M TAKING HIS LIFE!
NIGHT OF THE DRAGON!